

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
)	
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹	)	Case No. 19-36313 (DRJ)
)	
Debtors.	)	(Jointly Administered)
)	

**APPLICATION OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF SOUTHERN FOODS GROUP, LLC, ET AL. TO
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, EFFECTIVE NUNC PRO TUNC TO DECEMBER 3, 2019**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

The Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.*, (the “Debtors”) submits this application (the “Application”), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), for entry of an order, substantially in the form attached hereto as Exhibit A, authorizing the Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), effective *nunc pro tunc* to December 3, 2019. In support of this Application, the Committee submits the declaration of Philip C. Dublin, a partner of Akin Gump (the “Dublin Declaration”), and the declaration of Andrew Herink, not in his individual capacity but solely on behalf of Central States, Southeast and Southwest Areas Pension Fund, in its capacity as co-chair of the Committee (the “Herink Declaration” and, together with the Dublin Declaration, the “Declarations”), attached hereto as Exhibit B and Exhibit C, respectively. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. This United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory and rule predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103, Bankruptcy Rule 2014 and Local Rule 2014-1.

BACKGROUND

4. On November 12, 2019 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code.

5. The Debtors continue to operate their business as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request has been made for the appointment of a trustee or an examiner.

6. On November 22, 2019 (the “Formation Date”), the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee pursuant to Bankruptcy Code section 1102 [Docket No. 288].² On December 3, 2019, the Committee selected Akin Gump to serve as counsel to the Committee. On December 6, 2019, the Committee selected Berkeley Research Group, LLC (“BRG”) to serve as financial advisor to the Committee and Miller Buckfire & Co. LLC (“Miller Buckfire”) to provide investment banking services to the Committee, subject to Court approval.

RELIEF REQUESTED

7. The Committee seeks to retain and employ Akin Gump as its counsel, pursuant to Bankruptcy Code sections 328(a) and 1103(a), Bankruptcy Rule 2014 and Local Rule 2014-1, *nunc pro tunc* to December 3, 2019.

RETENTION OF AKIN GUMP

8. The Committee respectfully submits that it is necessary and appropriate for it to retain and employ Akin Gump to, among other things:

² The Committee is currently comprised of the following entities: (a) The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee; (b) Central States, Southeast and Southwest Areas Pension Fund; (c) Pension Benefit Guaranty Corporation; (d) Land O’Lakes, Inc.; (e) California Dairies, Inc.; (f) Consolidated Container Company LP; and (g) Select Milk Producers, Inc.

- (a) advise the Committee with respect to its rights, duties and powers in the Chapter 11 Cases;
- (b) assist and advise the Committee in its consultations and negotiations with the Debtors and other parties in interest relative to the administration of the Chapter 11 Cases;
- (c) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and their insiders and of the operation of the Debtors' businesses;
- (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, going concern sale transactions, financing transactions, other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- (f) assist and advise the Committee as to its communications to the general creditor body regarding significant matters in the Chapter 11 Cases;
- (g) represent the Committee at all hearings and other proceedings before this Court;
- (h) review and analyze applications, orders, statements of operations and schedules filed with the Court and advise the Committee as to their propriety and, to the extent deemed appropriate by the Committee, support, join or object thereto;
- (i) advise and assist the Committee with respect to any legislative, regulatory or governmental activities;
- (j) assist the Committee in its review and analysis of the Debtors' various agreements;
- (k) prepare, on behalf of the Committee, any pleadings, including, without limitation, motions, memoranda, complaints, adversary complaints, objections or comments in connection with any matter related to the Debtors or the Chapter 11 Cases;
- (l) investigate and analyze any claims belonging to the Debtors' estates; and
- (m) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules or other applicable law.

9. The Committee believes Akin Gump possesses extensive knowledge and expertise in the areas of law relevant to the Chapter 11 Cases, and that Akin Gump is well-qualified to represent the Committee in the Chapter 11 Cases. In selecting counsel, the Committee sought attorneys with considerable experience in representing unsecured creditors' committees in chapter 11 cases and other debt restructurings. Akin Gump has such experience, as Akin Gump is currently representing and has represented official creditors' committees in many significant chapter 11 cases, including the following: *In re ATA Holdings Corp.*; *In re BPZ Resources, Inc.*; *In re Chassix Inc.*; *In re Chemtura Corp.*; *In re Cumulus Media Inc.*; *In re Delta Air Lines, Inc.*; *In re Delta Petroleum Corp.*; *In re Dynegy Holdings, LLC*; *In re Edison Mission Energy*; *In re Excel Maritime Carriers LTD*; *In re EMAS Chiyoda Subsea Ltd.*; *In re Emerald Oil, Inc.*; *In re Friendly Ice Cream Corporation*; *In re Goodrich Petroleum Corp.*; *In re Hawker Beechcraft, Inc.*; *In re iHeartMedia, Inc.*; *In re Insys Therapeutics, Inc.*; *In re Metals USA, Inc.*; *In re Nine West Holdings, Inc.*; *In re Overseas Shipholding Group, Inc.*; *In re Purdue Pharma L.P.*; *In re Quiksilver, Inc.*; *In re R.E. Loans, LLC*; *In re Saint Vincents Catholic Medical Centers of New York*; *In re SandRidge Energy Inc.*; *In re Seahawk Drilling, Inc.*; *In re Sears Holding Corporation*; *In re Swift Energy Co.*; *In re TOUSA, Inc.*; *In re Vanguard Natural Resources, LLC* and *In re Vitro America, LLC*.

10. Because of the extensive legal services that the Committee requires in connection with the Chapter 11 Cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of Akin Gump to provide the services described above and such other services as may be necessary for the Committee to satisfy its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

11. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Akin Gump in the Chapter 11 Cases be paid as administrative expenses of the Debtors' estates pursuant to Bankruptcy Code sections 328, 330, 331, 503(b) and 507(a)(2). Subject to this Court's approval, Akin Gump will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to Bankruptcy Code sections 328, 330 and 331. The 2019 and 2020 hourly rates charged by Akin Gump for professionals and paraprofessionals employed in its domestic offices are provided below:

<u>Billing Category</u>	<u>2019 Range</u>	<u>2020 Range</u>
Partners	\$925 – \$1,755	\$995 – \$1,995
Counsel	\$610 – \$1,420	\$735 – \$1,510
Associates	\$510 – \$975	\$535 – \$1,070
Paraprofessionals	\$115 – \$435	\$100 – \$455

12. Akin Gump has advised the Committee that it is Akin Gump's policy to charge its clients in all areas of practice for expenses incurred in connection with its representation of a client. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Akin Gump will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services provided to the Committee.

13. The names, positions and hourly rates of the Akin Gump attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

ATTORNEY	POSITION/DEPARTMENT	2019 HOURLY RATE	2020 HOURLY RATE
Ira S. Dizengoff	Partner / Financial Restructuring Department	\$1,550	\$1,595
Philip C. Dublin	Partner / Financial Restructuring Department	\$1,475	\$1,595
Meredith Lahaie	Partner/ Financial Restructuring Department	\$1,250	\$1,350
Marty Brimmage	Partner/ Litigation Department	\$1,425	\$1,595
Lacy Lawrence	Partner/ Litigation Department	\$1,020	\$1,350
Joanna Newdeck	Senior Counsel / Financial Restructuring Department	\$1,100	\$1,195
Julie Thompson	Associate / Financial Restructuring Department	\$760	\$860
Patrick Chen	Associate / Financial Restructuring Department	\$660	\$775
Madison Gardiner	Associate / Financial Restructuring Department	\$560	\$615

In addition to the lawyers named above, the Committee understands that it will be necessary, during the course of these cases, for other Akin Gump professionals in other legal disciplines to provide services to the Committee.

14. Akin Gump has advised the Committee that it will apply for compensation and reimbursement of expenses in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, and any other applicable order of the Court. Akin Gump has advised the Committee that it also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with this Application and in the interim and final fee applications to be filed by Akin Gump in the Chapter

11 Cases.³ To that end, Akin Gump has advised the Committee that it responds to the questions set forth in Section D of the Revised UST Guidelines as follows:

- (a) Akin Gump did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement;
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the Chapter 11 Cases;
- (c) Akin Gump did not represent any member of the Committee in connection with the Debtors' Chapter 11 Cases prior to its retention by the Committee;
- (d) Akin Gump expects to develop a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which Akin Gump reserves all rights; and
- (e) The Committee has approved Akin Gump's proposed hourly billing rates. The Akin Gump attorneys set forth above in paragraph 13 will be the primary attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification based on the facts and circumstances of the Chapter 11 Cases and the needs of the Committee.

15. Upon information and belief, Akin Gump does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Akin Gump is to be engaged, except to the extent set forth in the Dublin Declaration. Akin Gump is, however, a large firm with a national and international practice and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

NUNC PRO TUNC RELIEF

16. The Committee believes that the employment of Akin Gump effective *nunc pro tunc* to December 3, 2019, the date the Committee selected Akin Gump as its proposed counsel, is warranted under the circumstances of the Chapter 11 Cases. Upon its selection, the Committee

³ Akin Gump's intention to make reasonable efforts to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines in connection with the Application and the interim and final fee applications to be filed by Akin Gump in the Debtors' Chapter 11 Cases is based exclusively on the facts and circumstances of the Debtors' Chapter 11 Cases. Akin Gump fully reserves the right to object to the requirements contained in the Revised UST Guidelines should it determine that it is appropriate to do so.

requested Akin Gump to commence work immediately on time-sensitive matters and devote substantial resources to these Chapter 11 Cases prior to the submission and approval of this Application. Thus, Akin Gump has provided, and will continue to provide, valuable services to the Committee. Furthermore, Local Rule 2014-1(b)(1) provides that an application for approval of employment made within thirty days of the commencement of the provision of services is deemed contemporaneous. Nonetheless, the Committee is requesting *nunc pro tunc* approval out of an abundance of caution.

NO PRIOR REQUEST

17. No prior request for the relief sought herein has been made to this Court or any other court.

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CONCLUSION

WHEREFORE, the Committee respectfully requests that the Court (a) enter an order, substantially in the form annexed hereto as Exhibit A, authorizing the Committee to retain and employ Akin Gump as its counsel *nunc pro tunc* to December 3, 2019, and (b) provide the Committee with such other and further relief as the Court may deem just, proper and equitable.

Dated: December 30, 2019

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SOUTHERN FOODS GROUP,
LLC, ET AL.**

By: 

Name: Andrew J. Herink

Associate General Counsel

Cent. States, Se. & Sw. Areas Pension Fund

Committee Co-Chair

CERTIFICATE OF SERVICE

I certify that on January 2, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas and by U.S. Mail to the U.S. Trustee.

/s/ Mary L. Brimmage
Marty L. Brimmage

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
)	
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹	)	Case No. 19-36313 (DRJ)
)	
Debtors.	)	(Jointly Administered)

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SOUTHERN FOODS GROUP, LLC, ET AL. TO RETAIN
AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP AS COUNSEL,
EFFECTIVE NUNC PRO TUNC TO DECEMBER 3, 2019**

Upon the application dated January 2, 2020 (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.* (the “Debtors”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

² Capitalized terms used herein but otherwise not defined shall have the meaning ascribed to such term in the Application

for the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), authorizing the Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its counsel in connection with the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), and upon the declaration of Philip C. Dublin, a partner of Akin Gump, dated January 2, 2020 (the “Dublin Declaration”) and the declaration of Andrew Herink, on behalf of Central States, Southeast and Southwest Areas Pension Fund, in its capacity as co-chair of the Committee, dated December 30, 2019 (the “Herink Declaration” and, together with the Dublin Declaration, the “Declarations”); and it appearing that the attorneys of Akin Gump who will perform services on behalf of the Committee in the Chapter 11 Cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Declarations, that Akin Gump does not represent any interest adverse to the Committee or the Debtors’ estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; and finding that adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED THAT:**

1. The relief requested in the Application is granted as set forth herein.
2. In accordance with Bankruptcy Code sections 328 and 1103(a) and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to retain and employ Akin Gump as its counsel to represent it in these Chapter 11 Cases and related matters and proceedings on the terms set forth in the Application and the Declarations, effective *nunc pro tunc* to December 3, 2019.

3. Akin Gump shall be compensated in accordance with the procedures set forth in Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the applicable Local Rules, and any other applicable order of the Court. Akin Gump shall also make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* in connection with interim and final fee applications to be filed by Akin Gump in these Chapter 11 Cases.

4. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____,

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

Dublin Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
)	
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹	)	Case No. 19-36313 (DRJ)
)	
Debtors.	)	(Jointly Administered)
)	

**DECLARATION OF PHILIP C. DUBLIN IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SOUTHERN FOODS GROUP, LLC, ET AL. TO
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, EFFECTIVE NUNC PRO TUNC TO DECEMBER 3, 2019**

Under 28 U.S.C. § 1746, I, Philip C. Dublin, declare as follows under the penalty of perjury:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for each of the Southern and Eastern Districts of New York, and have been admitted *pro hac vice* to the United States Bankruptcy Court for the Southern District of Texas, Houston Division, for the purposes of these Chapter 11 Cases.

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

2. I am a partner of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”). Akin Gump maintains offices at, among other places, One Bryant Park, New York, New York 10036 and 1111 Louisiana Street, Houston, Texas 77002. There are no disciplinary proceedings pending against me.

3. I am familiar with the matters set forth herein and make this declaration (the “Declaration”) in support of the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.* (the “Debtors”) seeking approval to retain and employ Akin Gump as counsel to the Committee.

4. On November 22, 2019 (the “Formation Date”), pursuant to section 1102 of title 11 of the United States Code (the “Bankruptcy Code”), the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee [Docket No. 288]. The Committee is currently comprised of: (a) The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee; (b) Central States, Southeast and Southwest Areas Pension Fund; (c) Pension Benefit Guaranty Corporation; (d) Land O’Lakes, Inc.; (e) California Dairies Inc.; (f) Consolidated Container Company LP; and (g) Select Milk Producers, Inc. On December 3, 2019, the Committee selected Akin Gump to serve as counsel to the Committee. On December 6, 2019, the Committee selected Berkeley Research Group, LLC to serve as financial advisor to the Committee and Miller Buckfire & Co. LLC to provide investment banking services to the Committee.

5. I am not, nor is Akin Gump, an insider of the Debtors. Except as set forth below, neither Akin Gump nor I hold directly any claim, debt or equity security of the Debtors. To the best of my knowledge, following inquiry of the employees of Akin Gump, no Akin Gump employees hold any claim, debt or equity security of the Debtors.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

6. To the best of my knowledge and information, no partner or employee of Akin Gump has been, within two years from the Petition Date, a director, officer or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

7. Akin Gump does not have an interest materially adverse to the interests of the Debtors' estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

8. Akin Gump does not currently represent the Debtors or, except as set forth herein, to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries. Moreover, Akin Gump will not undertake the representation of any party other than the Committee in connection with the Chapter 11 Cases.

9. To the best of my knowledge and information, Akin Gump neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors or other parties in interest or their respective attorneys in the Chapter 11 Cases. Based upon information available to me, I believe that Akin Gump is a "disinterested person" within the meaning of Bankruptcy Code section 101(14).

10. In preparing this Declaration, through my colleagues, I submitted to Akin Gump's computerized client and conflict database (the "Conflict Database") the names set forth on a list of parties in interest identified by the Debtors and additional parties identified by Akin Gump, which included: (i) the Debtors; (ii) the Debtors' affiliates; (iii) the Debtors' current and former officers and directors; (iv) 5% equity holders; (v) the Debtors' insurance brokers, providers, and sureties; (vi) the Debtors' largest unsecured creditors and other significant creditors; (vii) the Debtors' lenders, banks, lien parties and administrative agents; (viii) the Debtors' bondholders;

(ix) litigants against the Debtors; (x) the Debtors' professionals; (xi) the Debtors' significant customers (xii) unions associated with the Debtors; (xiii) the Debtors' trade vendors; (xiv) Committee members, members' outside counsel and professionals; (xv) personnel from the Office of the United States Trustee and the Bankruptcy Court; (xvi) the parties that have filed notices of appearance in the Chapter 11 Cases as of December 19, 2019; and (xvii) the parties listed on filed 2019 statements as of December 19, 2019. A copy of the list of the parties searched by Akin Gump is annexed hereto as Schedule 1 (collectively, the "Searched Parties").

11. The Conflict Database maintained by Akin Gump is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of certain related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin Gump that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Akin Gump maintains and systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

Representation of Parties in Interest

12. Set forth in Schedule 2 annexed hereto is a listing of the Searched Parties from Schedule 1 that Akin Gump either (i) currently represents (or represents a related party of the Searched Party) (the "Current Clients") in matters unrelated to the Chapter 11 Cases, or (ii) has in the past represented (or represented a related party of the Searched Party) in matters unrelated to the Chapter 11 Cases. In connection with the services to be rendered to the Committee, Akin

Gump will not commence a cause of action against any Current Client with respect to the Chapter 11 Cases unless Akin Gump has received a waiver from the Current Client allowing Akin Gump to commence such an action. In connection with the Chapter 11 Cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver is not obtained permitting Akin Gump to participate in such action, the Committee will retain conflicts counsel to represent the Committee in connection therewith.

13. Set forth in Schedule 3 annexed hereto is a listing of those parties from Schedule 1 (Searched Parties) that are currently or have in the past been adverse to clients of Akin Gump in matters unrelated to these Chapter 11 Cases.

**Connections with Parties Representing 1% or More of
Akin Gump's Revenues for 2017, 2018 or 2019**

14. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin Gump reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin Gump and, as a result, made payments to Akin Gump for services rendered in the calendar year prior to the date of review that in the aggregate for each such party exceeds 1% of Akin Gump's total revenues for such calendar year. In connection with this Declaration, Akin Gump has reviewed similar information for the years 2017, 2018 and 2019.

15. With the exception of the parties described below, Akin Gump's revenues for services rendered on behalf of each of the parties in interest identified in Schedule 1 aggregate, with respect to each such party in interest, less than 1% of Akin Gump's annual revenue in each of calendar year 2017, 2018 and 2019.

16. Akin Gump currently represents FirstEnergy Solutions Corp. *et al.* and its affiliates (collectively "FES") in matters unrelated to these Chapter 11 Cases. Akin Gump formerly

represented FirstEnergy Corp, the ultimate parent company of FES, and certain of its affiliates (collectively, “FE Corp.”) in matters unrelated to these Chapter 11 Cases. Certain affiliates of FE Corp. are parties in interest in these Chapter 11 Cases.³ Akin Gump’s revenues for services rendered on behalf of FES totaled 3.56% for 2019 as of December 19, 2019, 2.74% for calendar year 2018 and 1.7% for calendar year 2017.

17. Akin Gump currently represents the official committee of unsecured creditors (the “Sears Committee”) of Sears Holdings Corporation *et al.* in matters unrelated to these Chapter 11 Cases. Certain members of the Sears Committee or their affiliates are members of the Committee or are parties in interest in these Chapter 11 Cases.⁴ Akin Gump’s revenues for the services rendered on behalf of the Sears Committee represented approximately 3.91% for 2019 as of December 19, 2019.

18. Akin Gump previously represented the official committee of unsecured creditors (the “Nine West Committee”) of Nine West Holdings, Inc. *et al.* in matters unrelated to these Chapter 11 Cases. Certain members of the Nine West Committee or their affiliates are members of the Committee in these Chapter 11 Cases.⁵ Akin Gump’s revenues for services rendered on behalf of the Nine West Committee represented approximately 1.17% and 2.17% for the calendar year 2018 and for calendar year 2019, as of December 19, 2019.

19. Akin Gump previously represented the official committee of unsecured creditors (the “iHeart Committee”) of iHeart Media, Inc. *et al.* in matters unrelated to these Chapter 11

³ These parties in interest or affiliates thereof are listed on Schedule 1 and include Metropolitan Edison Company, Monongahela Power Company, Ohio Edison Company, Pennsylvania Power Company, Potomac Edison Company and Toledo Edison Company.

⁴ These parties in interest or affiliates thereof are listed on Schedule 1 and include Pension Benefit Guarantee Corporation, Bank of New York Mellon and Computershare Trust Company, N.A.

⁵ These parties in interest of affiliates thereof are listed on Schedule 1 and include Pension Benefit Guarantee Corporation.

Cases. Certain members of the iHeart Committee are parties in interest in these Chapter 11 Cases.⁶ Akin Gump's revenues for services rendered on behalf of the iHeart Committee represented approximately 1.15% for the calendar year 2018.

20. Akin Gump previously represented an ad hoc committee (the "Avaya Group") of creditors of Avaya Inc. and certain of its subsidiaries and affiliates in matters unrelated to these Chapter 11 Cases. Certain members of the Avaya Group or their affiliates are parties in interest in the Debtors' Chapter 11 Cases.⁷ Akin Gump's revenues for services rendered on behalf of the Avaya Group represented approximately 1.4% for the calendar year 2017.

21. Akin Gump previously represented an ad hoc group (the "SunEd Group") of certain creditors of SunEdison, Inc. and certain of its subsidiaries and affiliates in matters unrelated to these Chapter 11 Cases. Certain members of the SunEd Group or their affiliates are parties in interest in the Debtors' Chapter 11 Cases.⁸ Akin Gump's revenues for services rendered on behalf of the SunEd Group represented approximately 1.3% of Akin Gump's revenue for the calendar year 2017.

Connections with Members of the Official Committee of Unsecured Creditors

22. Akin Gump serves as counsel to informal and official committees of creditors in many restructurings and/or chapter 11 cases. Of the current Committee members, The Bank of New York Mellon Trust Company, N.A. and/or affiliates thereof and Pension Benefit Guaranty

⁶ These parties in interest or affiliates thereof are listed on Schedule 1 and include, without limitation, Delaware Trust Company.

⁷ These parties in interest or affiliates thereof are listed on Schedule 1 and include, without limitation, the following entities: Blackrock Financial Management Inc.; BlackRock Advisors, LLC; Blackrock Institutional Trust Company, N.A.; Wells Fargo Bank, N.A.; Goldman Sachs & Co. LLC.; JP Morgan Chase Bank & JP Morgan Investment Management Inc.; Knightthead Capital Management, LLC; Manulife Asset Management (US) LLC; Nomura Corporate Research and Asset Management; Voya CLO IV, Ltd.; Voya CLO 2012-4, Ltd.; Voya Credit Opportunities Master Fund, etc.; Continental Insurance Company; and Bank of America, N.A.

⁸ These parties in interest or affiliates thereof are listed on Schedule 1 and include, without limitation, the following entity: BlackRock Alternative Advisors.

Corporation and/or affiliates thereof have in the past served and/or currently serve as members of one or more official creditors' committees represented by Akin Gump.

23. Akin Gump currently represents and previously has represented The Bank of New York Trust Company, N.A. and/or affiliates thereof in matters unrelated to the Chapter 11 Cases.

24. Akin Gump previously has represented Pension Benefit Guaranty Corporation and/or affiliates thereof and Select Milk Producers, Inc. and/or affiliates thereof in matters unrelated to the Chapter 11 Cases.

Connections with the Debtors

25. As disclosed in Schedule 2, Akin Gump has in the past represented certain of the Debtors in matters unrelated to the Debtors' Chapter 11 Cases.⁹ Akin Gump billed approximately \$10,335 to the Debtor entities in 2002.

26. As disclosed in Schedule 2, Akin Gump has in the past and currently represents Delaware Trust Company, the trustee of DIPS Limited Partner II, on matters unrelated to the Debtors' Chapter 11 Cases. Additionally, Akin Gump has in the past represented CT Corporation, an independent manager of Dairy Group Receivables GP, LLC and Dairy Group Receivables GP II, LLC, in matters unrelated to the Debtors' Chapter 11 Cases.

27. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

28. Akin Gump has, in the past, represented parties potentially adverse to the Debtors and the Debtors' affiliates in matters unrelated to the Debtors' Chapter 11 Cases.

⁹ These include, without limitation: Dean Foods Company; Dean Foods North Central, LLC; Dean Foods of Wisconsin, LLC; Friendly's Ice Cream Holdings Corp.; and Friendly's Manufacturing and Retail, LLC.

Connections to Certain Holders of Equity Interests and Debt in the Debtors

29. As disclosed in Schedule 2, Akin Gump currently represents and has in the past represented BlackRock Fund Advisors and/or affiliates thereof, Morgan Stanley & Co. LLC and/or affiliates thereof, and The Vanguard Group, Inc. and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

30. In addition, Akin Gump has in the past represented Dimensional Fund Advisors L.P. and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

31. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

Connections to Certain Banks, Lenders, Lien Parties and Administrative Agents

32. As disclosed in Schedule 2, Akin Gump currently represents and has in the past represented ACF FinCo I L.P. and/or affiliates thereof, BMO Harris Bank N.A. and/or affiliates thereof, CIT Northbridge Funding I LLC and/or affiliates thereof, and PNC Bank, National Associates and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

33. In addition, Akin Gump has in the past represented CoBank, ACB and/or affiliates thereof, Coöperatieve Rabobank U.A. and Coöperatieve Rabobank U.A., New York Branch and/or affiliates thereof, ING Capital LLC and/or affiliates thereof, and Nieuw Amsterdam Receivables and/or affiliates thereof on matters unrelated to the Chapter 11 Cases.

34. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

Connections to Certain Bondholders

35. As disclosed in Schedule 2, Akin Gump currently and/or has in the past represented certain of the Debtors' bondholders in matters unrelated to the Chapter 11 Cases. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases.

**Searched Parties That Currently Serve or Have Served on
Informal and/or Official Creditors' Committees Represented By Akin Gump**

36. Set forth in Schedule 4 annexed hereto is a list of those Searched Parties that currently serve or have served on one or more informal and/or official creditors' committees represented by Akin Gump. Akin Gump has not represented and will not represent these parties in connection with the Chapter 11 Cases (except to the extent any such Searched Parties are members of the Committee and, in such circumstance, Akin Gump will be representing the Committee and not any individual Committee member in its individual capacity).

Other Connections and General Disclosures

37. Akin Gump performed general diligence to determine any connections beyond what is disclosed in the attached schedules. Akin Gump may have represented in the past and/or may currently represent or in the future represent entities (other than parties in the attached schedules) not currently known to Akin Gump in matters unrelated to the Chapter 11 Cases who may be parties in interest in these cases. To the extent that Akin Gump discovers any such information or needs to update the information disclosed herein, Akin Gump will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

38. In addition to the foregoing, after reasonable inquiry, I do not believe there is any connection between Akin Gump and the U.S. Trustee or any person known by me to be employed as an attorney with the office of such U.S. Trustee.

39. It is possible that a professionally managed retirement plan on behalf of Akin Gump employees or members of a 401(k) type plan may hold equity interests in or other securities of the Debtors, but it is unknown to me at this time.

40. None of Akin Gump's representations of creditors or other parties in interest who are involved in these Chapter 11 Cases comprise a material component of Akin Gump's practice, nor does Akin Gump currently represent such parties on any issue relating to these Chapter 11 Cases. For the reasons stated herein, Akin Gump represents no interests adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee.

Compensation

41. Akin Gump is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court pursuant to Bankruptcy Code sections 330 and 331 for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, and any other applicable order of the Court. Akin Gump will bill at its standard hourly rates, which, in its domestic offices, are for 2019 and 2020:

<u>Billing Category</u>	<u>2019 Range</u>	<u>2020 Range</u>
Partners	\$925 – \$1,755	\$995 – \$1,995
Counsel	\$610 – \$1,420	\$735 – \$1,510
Associates	\$510 – \$975	\$535 – \$1,070
Paraprofessionals	\$115 – \$435	\$100 – \$455

The names, positions and current hourly rates of the Akin Gump attorneys currently expected to have primary responsibility for providing services to the Committee are as follows:

ATTORNEY	POSITION/DEPARTMENT	2019 HOURLY RATE	2020 HOURLY RATE
Ira S. Dizengoff	Partner / Financial Restructuring Department	\$1,550	\$1,595
Philip C. Dublin	Partner / Financial Restructuring Department	\$1,475	\$1,595
Meredith Lahaie	Partner/ Financial Restructuring Department	\$1,250	\$1,350
Marty Brimmage	Partner/ Litigation Department	\$1,425	\$1,595
Lacy Lawrence	Partner/ Litigation Department	\$1,020	\$1,350
Joanna Newdeck	Senior Counsel / Financial Restructuring Department	\$1,100	\$1,195
Julie Thompson	Associate / Financial Restructuring Department	\$760	\$860
Patrick Chen	Associate / Financial Restructuring Department	\$660	\$775
Madison Gardiner	Associate / Financial Restructuring Department	\$560	\$615

Other attorneys and paralegals will, from time to time, assist in the representation of the Committee in connection with these cases at Akin Gump's standard hourly rates in effect for those personnel. The hourly rates set forth above are Akin Gump's standard hourly rates for work of this nature for 2019 and 2020. These rates are set at a level designated to compensate fairly Akin Gump for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Akin Gump's rates for certain individual attorneys may vary as a function of the type of matter, the nature of certain long-term client relationships, and various other factors, including those enumerated above.

42. It is Akin Gump's policy to charge its clients in all areas of practice for out of pocket expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, photocopying charges, travel expenses, expenses for "working meals" and computerized research. Akin Gump will seek reimbursement for such expenses pursuant to, among other things, any applicable guidelines established by the Office of the U.S. Trustee.

43. No agreement exists, nor will any be made, to share any compensation received by Akin Gump for its services with any other person or firm other than members of Akin Gump.

44. For the reasons stated herein, Akin Gump represents no interest adverse to the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

45. The foregoing constitutes the statement of Akin Gump pursuant to Bankruptcy Code sections 329, 504 and 1103(a), Bankruptcy Rules 2014(a) and 2016(b) and Local Rules 2014-1 and 2016-1.

Statement Regarding U.S. Trustee Guidelines

46. The Committee and Akin Gump intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by Akin Gump in the course of its engagement. In doing so, however, the Committee and Akin Gump reserve all rights as to the relevance and substantive legal effect of the Revised UST Guidelines in respect of any application for employment or compensation in these cases that falls within the ambit of the Revised UST Guidelines.

47. The following is provided in response to the request for additional information set forth in Section D.1 of the Revised UST Guidelines.

- (a) Akin Gump did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement.
- (b) No rate for any of the professionals included in this engagement varies based on the geographic location of the bankruptcy case.
- (c) Akin Gump did not represent any member of the Committee in the Debtors' Chapter 11 Cases prior to its retention by the Committee.
- (d) Akin Gump expects to develop a prospective budget and staffing plan to reasonably comply with the U.S. Trustee's request for information and additional disclosures, as to which Akin Gump reserves all rights.
- (e) The Committee has approved Akin Gump's proposed hourly billing rates. The Akin Gump financial restructuring attorneys staffed on the Debtors' Chapter 11 Cases, subject to modification depending upon further development, are set forth above in paragraph 32.

[Remainder of page intentionally left blank]

I declare under penalty of perjury that the foregoing is true and correct on this the 2nd day of January, 2020.

/s/ Philip C. Dublin
Name: Philip C. Dublin

EXHIBIT C

Herink Declaration

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	)	Chapter 11
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> , ¹	)	Case No. 19-36313 (DRJ)
Debtors.	)	(Jointly Administered)

**DECLARATION OF ANDREW HERINK IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SOUTHERN FOODS GROUP, LLC, ET AL. TO
RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, EFFECTIVE NUNC PRO TUNC TO DECEMBER 3, 2019**

Under 28 U.S.C. § 1746, I, Andrew Herink, declare as follows under penalty of perjury:

1. I am an Associate General Counsel of Central States, Southeast and Southwest Areas Pension Fund (“Central States”). I am making this declaration on behalf of Central States, in its capacity as co-chair of the Official Committee of Unsecured Creditors (the “Committee”) of Southern Foods Group, LLC, *et al.*, (the “Debtors”). I am competent to make this declaration in

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly’s Ice Cream Holdings Corp. (7609); Friendly’s Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah’s Pride, LLC (2858); Steve’s Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt’s Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors’ mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

support of the *Application of the Official Committee of Unsecured Creditors of Southern Foods Group, LLC, et al. to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel, Effective Nunc Pro Tunc to December 3, 2019* (the “Application”).²

2. I submit this Declaration in support of the Application, pursuant to Section D.2. of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the “Revised UST Guidelines”). Except as otherwise noted, all facts in this Declaration are based on my personal knowledge of the matters set forth herein, information gathered from my review of relevant documents and information supplied to me by Akin Gump.

3. I am informed by Akin Gump that the Revised UST Guidelines request that any application for employment of an attorney under Bankruptcy Code sections 327 or 1103 be accompanied by a verified statement from the client that addresses the following:

- (i) The identity and position of the person making the verification.
- (ii) The steps taken by the client to ensure that the applicant’s billing rates and material terms for the engagement are comparable to the applicant’s billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
- (iii) The number of firms the client interviewed.
- (iv) If the billing rates are not comparable to the applicant’s billing rates for other non-bankruptcy engagements and to the billing rates of other comparably skilled professionals, the circumstances warranting the retention of that firm.
- (v) The procedures the client has established to supervise the applicant’s fees and expenses and to manage costs. If the procedures for the budgeting, review and approval of fees and expenses differ from those the client regularly employs in non-bankruptcy cases to supervise outside counsel, explain how and why. In addition, describe any efforts to negotiate rates, including rates for routine matters, or in the alternative to delegate such matters to less expensive counsel.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

The Committee's Selection of Counsel

4. Following its formation, the Committee interviewed five law firms to represent the Committee as counsel in the Chapter 11 Cases. After interviewing each of these firms, the Committee found Akin Gump to be uniquely qualified to represent the Committee. Akin Gump has a long history of representing official committees in chapter 11 cases and related matters and proceedings. Therefore, on the basis of, among other things, Akin Gump's broad-based, deep and directly applicable skill set and past experience, the Committee determined to retain Akin Gump.

Rate Structure

5. Akin Gump has informed the Committee that its rates and terms for bankruptcy representations are comparable to the rates and terms Akin Gump charges and agrees to for non-bankruptcy representations and comparable to the rates and terms of other comparably skilled professionals. The Committee has approved Akin Gump's proposed hourly rates, as set forth in the Application. Akin Gump has informed the Committee that its hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases.

Cost Supervision

6. The Committee recognizes its responsibility to monitor the billing practices of its counsel to ensure that the fees and expenses paid by the estate remain consistent with the Committee's expectations and the exigencies of these Chapter 11 Cases. Akin Gump advises that it expects to develop, and the Committee intends to review, a prospective budget and staffing plan to comply reasonably with the U.S. Trustee's request for information and additional disclosures, as to which the Committee is advised. In addition, the Committee will review the monthly fee applications that Akin Gump regularly submits. Akin Gump's fees and expenses will be subject

to periodic review on a monthly, interim, and final basis during the course of the Chapter 11 Cases by the Committee, U.S. Trustee, Debtors, other parties in interest and the Court.

I declare under penalty of perjury that the foregoing is true and correct on this 30 day of December, 2019.

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF SOUTHERN FOODS GROUP,
LLC, ET AL.**

By: 
Name: Andrew J. Herink
Associate General Counsel
Cent. States, Se. & Sw. Areas Pension Fund
Committee Co-Chair

Schedule 1

Schedule of Searched Parties

The Committee of Unsecured Creditors

The Bank of New York Mellon Trust Company, N.A.	Consolidated Container Company LP
California Dairies Inc.	Land O'Lakes, Inc.
Central States, Southeast and Southwest Areas Pension Funds	Pension Benefit Guaranty Corporation
	Select Milk Producers, Inc.

Professionals of the Committee of Unsecured Creditors

Berkeley Research Group, LLC
Miller Buckfire & Co. LLC

Professionals of the Members of the Committee of Unsecured Creditors

Alston & Bird LLP	Jackson Walker LLP
Emmet, Marvin & Martin LLP	K & L Gates LLP

Debtors

Alta-Dena Certified Dairy, LLC	DFC Aviation Services, LLC
Berkeley Farms, LLC	DFC Energy Partners, LLC
Cascade Equity Realty, LLC	DFC Ventures, LLC
Country Fresh, LLC	DGI Ventures, Inc.
Dairy Information Systems Holdings, LLC	DIPS Limited Partner II
Dairy Information Systems, LLC	Franklin Holdings, Inc.
Dean Dairy Holdings, LLC	Fresh Dairy Delivery, LLC
Dean East II, LLC	Friendly's Ice Cream Holdings Corp.
Dean East, LLC	Friendly's Manufacturing and Retail, LLC
Dean Foods Company	Garelick Farms, LLC
Dean Foods North Central, LLC	Mayfield Dairy Farms, LLC
Dean Foods of Wisconsin, LLC	Midwest Ice Cream Company, LLC
Dean Holding Company	Model Dairy, LLC
Dean Intellectual Property Services II, Inc.	Reiter Dairy, LLC
Dean International Holding Company	Sampson Ventures, LLC
Dean Management, LLC	Shenandoah's Pride, LLC
Dean Puerto Rico Holdings, LLC	Southern Foods Group, LLC
Dean Services, LLC	Steve's Ice Cream, LLC
Dean Transportation, Inc.	Suiza Dairy Group, LLC
Dean West II, LLC	Tuscan/Lehigh Dairies, Inc.
Dean West, LLC	Uncle Matt's Organic, Inc.

Verifine Dairy Products of Sheboygan, LLC

Debtors' Affiliates

Atlanta Dairy (GA)	Dean Illinois Dairies, LLC (in IL)
Barber's Dairy (in LA)	Dean Intellectual Property Services, Inc.
Barber's Dairy (in AL, FL, GA, KY)	Dean Management Corporation
Barber's Milk, LLC (in FL, GA)	Dean Milk Company - Louisville (in KY)
Borden (MO)	Dean Milk Company (in KY)
Borden Dairy Products (in OK)	Dean Services, LLC (Delaware) (LA)
Broughton Foods, LLC (in KY, OH, TN, WV)	DF-AP #1, LLC
Brown's Dairy (in LA)	DF-AP, LLC
Bud's Ice Cream of San Francisco (in CA)	East Coast Ice Cream (MI)
Carnival Ice Cream, N.V.	Embest Dairy (MI)
Country Delite	Excelsior Dairy (in HI)
Country Delite Farms, LLC (in AL, GA, TN)	Fairdale Farms - New York (in NY)
Country Fresh (Jilbert)	Foremost Dairy (in TX, LA)
Country Fresh Wesley (MI)	Franklin Plastics, Inc.
Country Fresh, LLC - Grand Rapids	Frostbite Brands (in OH)
Creamland Dairies, LLC (in NM, TX)	Frostbite Brands (MI)
Dairy Fresh, LLC (in NC)	Garelick Farms - Lynn (in NH, NJ, NY, PA, RI, VT, MA)
Dairy Group Receivables GP II, LLC	Garelick Farms - Lynn LLC (in ME)
Dairy Group Receivables GP, LLC	Garelick Farms - Massachusetts (in MA)
Dairy Group Receivables II, L.P.	Garelick Farms - New Jersey (in NJ)
Dairy Group Receivables, L.P.	Garelick Farms - New York (in NY)
Dairy Products of Michigan (MI)	Garelick Farms (in MA)
Dairymen's (HI)	Garelick Farms Franklin
Dean Dairy Products Company (in NY)	Garelick Farms of Lynn
Dean Dairy Products Company, LLC (in OH, PA, WV)	Garelick Farms of Maine (in MA, NH, VT)
Dean Dairy Transportation Company (NJ, MI)	Garelick Farms of Maine, LLC (in ME)
Dean Foods - LeMars (in IA, NE)	Garelick Farms of Massachusetts (in RI)
Dean Foods Central Ice Cream (in IN)	Garelick Farms of New Jersey (in NY, PA)
Dean Foods Company of Indiana, LLC (in IN)	Garelick Farms of New York (in MA, NH, NJ, NY, PA, VT)
Dean Foods Foundation	Garelick Farms of Rhode Island (in Ma, PA, RI)
Dean Foods Holding Company (PA, WA)	Garelick Farms of Vermont (in MA, NH, NJ, NY, PA, VT)
Dean Foods Management, LLC (OH)	Garelick Farms of Vermont, LLC (in ME)
Dean Foods National Warehouse (in CO)	Good Karma Foods, Inc.
Dean Foods of Decatur (in IN)	Hawaii's Dairy (HI)
Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)	Heartland Farms (in CA)
Dean Holding Company Wisconsin (LA)	Hygeia Dairy (in TX)
	Ideal Dairy
	Ideal Dairy Farms (03/23/06) (NJ, NY)

Importadora y Distribuidora Dean Foods,
S.A. de C.V.
IS-IMMUNO STIMULATION (HI)
Jilbert Dairy, Inc. (MI)
Land O'Lakes
Land-O-Sun (in FL, GA, IL, IN, KY, NC,
NY, OH, TN, VA)
Land-O-Sun Dairies (in DE, FL, GA, IL, IN,
KY, NC, NY, OH, TN, VA)
Land-O-Sun Dairies, LLC
Lani Moo (HI)
Lehigh Valley Dairy
Liberty Dairy Company (in MI, OH)
Louis Trauth Dairy, LLC (in IN, KY, OH)
McArthur Dairy, LLC (in FL)
McDonald Dairy (MI)
Meadow Brook Dairy (in PA)
Meadow Brook Dairy Company (in NY,
OH)
Meadow Gold (Billings)
Meadow Gold (Boise)
Meadow Gold (Englewood)
Meadow Gold (Grand Junction)
Meadow Gold (Greeley)
Meadow Gold (Hawaii)
Meadow Gold (HI)
Meadow Gold (in MT, ID, OK, CO, OR,
NV)
Meadow Gold (Kalispell)
Meadow Gold (Las Vegas)
Meadow Gold (Salt Lake City)
Meadow Gold (Tulsa)
Meadow Gold Dairies (in ID, OK, CO, NE,
HI, UT, MO, MT, AZ, OR, NV)
Melody Farms, LLC (MI)
Mile High Ice Cream (in CO, NE, WY)
Miscoe Springs – Massachusetts (in MA)
Mooney Creamery (MI)
Mootown (MI)
Mootown Distributors (MI)
Naalehu Dairy (in HI)
Nafziger (MI)
Nafziger Ice Cream (MI)
Nature's Best (in RI)

Northern Falls Water Company (MI)
Oak Farms (Houston)
Oak Farms (San Antonio)
Oak Farms Dairy – Waco (in TX)
Oak Farms Dairy (Dallas)
Oak Farms Dairy (in OK, TX)
Organic Valley Fresh, LLC
Pet Dairy (in GA, NC, TN, VA)
PET Dairy Richmond (VA)
Pet O'Fallon, LLC (in IL)
Price's Creameries (in TX)
Purity Dairies (in TN)
Purity Dairies, LLC (in KY)
Reiter Dairy, LLC (Akron)
Reiter Dairy, LLC (Springfield)
Robinson Dairy, LLC (in CO, IL, WY)
Scangas Bros. Holdings - Massachusetts (in
MA)
Schenkel's All-Star Dairy, LLC (in IL, IN,
KY, MI)
Schepp's Dairy (Dallas)
Schepps Dairy (in OK, TX)
Southeastern Juice Packers, Inc. (MI)
Southwest Ice Cream
Southwest Ice Cream Specialties (in TX)
Stroh's Ice Cream (MI)
Suiza Management, LLC (TX)
Swiss Dairy (in CA)
Swiss Premium Dairy, LLC (in DE, PA)
T.G. Lee Dairy (FL)
T.G. Lee Foods, LLC (FL)
Tenedora Dean Foods Internacional, S.A. de
C.V.
The Stroh Ice Cream Company (MI)
Tuscan Dairy
West Lynn Creamery – Massachusetts (in
MA)
West Lynn Creamery – New Hampshire (in
NH)
West Lynn Creamery – New Jersey (in NJ)
West Lynn Creamery – New York (in NY)
West Lynn Creamery – Vermont (in VT)
West Lynn Creamery Realty –
Massachusetts (in MA)

5% or More Equity Holders

BlackRock Fund Advisors
Dimensional Fund Advisors L.P.

Morgan Stanley & Co. LLC
The Vanguard Group, Inc.

Bankruptcy Judges

Albert Alonso
David J. Bradley
David R. Jones
Eduardo V. Rodriguez
Evangeline C. Attaway
Jeannie Chavez

Jeff Bohm
Jeffrey P. Norman
LinhThu Do
Mario Rios
Marvin Isgur

Bankruptcy Professionals

Alvarez & Marsal North America, LLC
Davis Polk & Wardell LLP
Epiq Corporate Restructuring, LLC

Evercore Group L.L.C.
Norton Rose Fulbright US LLP

Banks/Lender/UCC Lien Parties/Administrative Agents

ACF FinCo I L.P.
BMO Harris Bank N.A.
CIT Northbridge Funding I LLC
CoBank, ACB
Coöperatieve Rabobank U.A.
(Administrative Agent)

Coöperatieve Rabobank U.A., New York
Branch
ING Capital LLC
Nieuw Amsterdam Receivables
PNC Bank, National Association

Bondholders

Advent Capital Management, LLC
Aequim Alternative Investments, L.P.
AllianceBernstein, L.P. (U.S.)
Antara Capital L.P.
Antora Peak Capital, L.P.
Ascribe Capital, LLC
Aurelius
Bancaribe Curacao Bank, NV
Bank of Nova Scotia Trust Company
BlackRock Advisors, LLC
BMO Asset Management, Inc.
Brownstone Investment Group, LLC
BVK- Beamtenversicherungskasse des
Kantons Zurich
Calamos Advisors, LLC

Carlson Capital, L.P.
Clearstream Bank - Austria
Clearstream Bank - Belgium
Clearstream Bank - Canada
Clearstream Bank - France
Clearstream Bank - Germany
Clearstream Bank - Italy
Clearstream Bank - Luxembourg
Clearstream Bank - Monaco
Clearstream Bank - Spain
Clearstream Bank - Switzerland
Clearstream Bank - United Kingdom
Clearstream Bank - United States
Clearstream Bank - Uruguay
Cortland Credit Group, Inc.

Crèdit Andorrà Asset Management
Deseret Trust Company
Ensign Peak Advisors, Inc.
Euroclear Bank - Asia (Other)
Euroclear Bank - Austria
Euroclear Bank - Belgium
Euroclear Bank - Canada
Euroclear Bank - Cyprus
Euroclear Bank - France
Euroclear Bank - Germany
Euroclear Bank - Israel
Euroclear Bank - Jersey C.I.
Euroclear Bank - Liechtenstein
Euroclear Bank - Luxemburg
Euroclear Bank - Netherlands
Euroclear Bank - Other
Euroclear Bank - Panama
Euroclear Bank - Russia
Euroclear Bank - Sweden
Euroclear Bank - Switzerland
Euroclear Bank - United Kingdom
Euroclear Bank - United States
Farmstead
Forest Capital Corp.
Garland Business Corporation
Goldman Sachs Asset Management, L.P.
(U.S.)
Guardian Asset Management, Inc.
Healthcare of Ontario Pension Plan
HSBC Private Bank (Suisse) SA
Invesco Capital Management, LLC
J.P. Morgan Investment Management, Inc.
J.P. Morgan Securities, LLC
J.V.B. Financial Group, LLC
Kingsferry Capital LLC
Knighthead Capital Management, LLC

Logan Circle Partners, L.P.
Madison Investment Advisors, LLC
Manulife Asset Management (U.S.), LLC
Mellon Investments Corporation
Metlife Investment Advisors, LLC
Mont Blanc Capital Management AG
Montana State Board of Investments
Morgan Stanley Investment Management
Inc.
Mudrick Capital
NNIP Advisors B.V.
Nomura Securities International, Inc.
Pace Securities Corp
Pacific Income Advisers, Inc.
Paloma Securities LLC
Parquet Capital Management, LLC
PenderFund Capital Management, LTD
PFA Asset Management A/S
Phoenix Investment Advisors
Quinn Opportunity Partners, LLC
Robeco Institutional Asset Management
B.V.
Safra Securities, LLC
Scotia Capital (USA), Inc.
SG Americas Securities, LLC
South Dakota Investment Council
Standard Partners Fund, LP
State Street Global Advisors (SSgA)
Stifel, Nicolaus & Company, Inc.
Stone Harbor Investment Partners, L.P.
Three Court, L.P.
UBS Securities, LLC
United Heritage Insurance (Internal Team)
Voya Investment Management, LLC
Whitebox Advisors, LLC

Customers - Top 50%

Ahold/Delhaize America Inc.
Albertsons LLC/HQ
Aldi Inc./HQ
Baskin Robbins/Dunkin Donuts
C & S Wholesale Grocers Inc.
CVS/Caremark Corp.
Dollar General

Morningstar
Starbucks
Supervalu Inc./HQ
Sysco
Target Corp.
US Foodservice
Wal-Mart Stores/HQ

Directors

Beringause, Eric
Hill, Janet V.
Mailloux, J. Wayne
McCluskey, Helen

Muse, John R.
Owens, B. Craig
Turner, Jim L.

Officers

Abbott, Christopher (Chris)
Adams, Mike
Beagan, Kevin
Beringause, Eric
Bernard, David
Bladdick, Jeffrey
Bukowski, Dan
Campbell, Adria E.
Condon, Shawn T.
CT Corporation - McMahon, Daniel P.
Dana, Terry
Dawson, Jeffery S.
DeGuia, Edgar
Delaware Trust Company - (Primary
Contact: Alan R. Halpern)
Devkota, Pariksha
Divjak, Anne
Dockter, Bryan
Doherty, Joshua
Ehrman, Thomas
Ekpo, Bassey
Finck, Chris H.
Gerrish, Steve
Giovanetti, William (Bill)
Goldstein, Lewis R.
Gribbons, Mary Kay
Guenther, Juliane (Jill)
Gwinn, Jacqueline T.
Harrison, Carl M.
Hawk, Timothy
Hernandez, Antonio
Hinson, Edwin
Howison, Lynne
Hueber, Stuart R.
Hwang, Eric
Kane, Steven
Kieffer, Sharon

Kollock, Kevin
Kornfeind, Brian
Kraft, Vicki
LaValley, Daniel J.
Lee, Donald
Lippold, Dean A.
Longmier, Mark
Lowenberg, Sonia
Marcy, Charles
Martin, Dyame P.
McLean, Matt
Mielke, Michael J
Mills, James (Scott)
Munoz, Patricia
Murphy, William (Bill)
Murray, Thomas N.
Niermann, Mark
Nolen, Cathie
Packer, Gregory
Poremba, David J.
Potvin, Toni
Rahlfs, Gary
Riley, Brian K.
Riley, William (Bill)
Scamardo, William
Schneider, Amy Jo
Sniegocki, Richard (Ted)
Spielman, Sean S.
Starr, David
Stis, David N.
Stockler, Kay F.
Sumner, Jane A.
Sutton, James (Jay)
Tollison, Eddie K.
Waterman, Kristy N.
White, John
Whitman, Andy

Williams, Mary
Williams, Molly
Wolljung, Gregory

Yegerlehner, Eric J
Zazzaro, Jason J.

Insurance

1274 Antares Lloyds Syndicate
2003 SJC Lloyd's of London
2623/0623 AFB Lloyds Syndicate – Beazley
ACE American Insurance Co.
ACE Fire Underwriters
AGCS Marine Insurance
Allianz
Allied World Assurance Company Ltd.
Argo Re Ltd.
Aspen Bermuda Ltd.
Aspen Specialty Insurance Co.
AXIS Insurance Company
Beazley Insurance Company
Berkley Insurance Company
Berkshire Hathaway Specialty Insurance Co.
Broadspire Insurance
Chubb Seguros Mexico, S.A.
CNA Insurance
Crawford & Company
Empire Indemnity
Endurance American Insurance Company
Everest Indemnity Insurance Company
Everest National Insurance Company
Factory Mutual Insurance Company
Federal Insurance Company ("CHUBB")
Gallagher Bassett Services
General Security Indemnity Co. of Arizona
Great American Insurance Company
Helmsman Management Services LLC

Illinois National Insurance Co.
Illinois Union Insurance Company
Indemnity Insurance Co of North America
Interstate Fire & Casualty Co.
Liberty Mutual Insurance Europe SE
Liberty Specialty Markets Bermuda Limited
Magna Carta Insurance Ltd.
Markel Bermuda Ltd.
Navigators Insurance Company
NFIP
Old Republic Insurance Company
Princeton Excess & Surplus Lines Ins. Co.
QBE Specialty
RSKCo Insurance Company
Sedgwick Claims Management Services
Ltd.
Shelter Reinsurance Co
Starr (1919 CVS Lloyd's)
Starr Companies
The North River Insurance Company
Travelers Insurance Company Ltd.
Travelers Property Casualty Company of
America
XL Catlin Bermuda
XL Insurance America, Inc.
XL Insurance Company SE
XL Specialty Insurance Company
Zurich American Insurance Company

Litigation

Acosta
Bankhead, Larry
Batts, Nylah
Cumberland Farms
Davis, Thomas
DDH
Friendly's Manufacturing and Retail, LLC
Jankowski, Richard

Keefe, Timothy James
Matias
Musikar
Novalk, Steven
Padilla, Balbina
Perez, Juan
Pike, Cynthia
Rhoton, Donald

Richeson, Michael
Ricon, Inc.
Sanchez, Charles
Sheehan, Douglas
Stone, Cathy

The Milkman, LLC
Villegas, Joel
Walters, Williams
Weathertech Distributing Company, Inc.
Williams, David

Other Significant Creditors

American Casualty Company
Ascentium Capital, LLC
Banc of America
Bank of the West
BB&T Equip Finance
BciCapital (formerly City National Capital Finance Inc.)
BMO Harris (formerly GE CF Trust)
BMO Harris Equipment Finance Company
BMO Harris Transportation Finance
Bridge Capital Leasing, Inc.
CHUBB (ACE American Insurance Company)
Citizens Asset Finance (fka RBS Asset Finance)
Continental Casualty Company
Daimler Trust
Duke Energy Carolinas, LLC
Duke Energy Florida, LLC
Duke Energy Indiana, LLC
Duke Energy Progress, LLC
East West Bank
Fifth Third Equipment Finance
Fleet Advantage, LLC
Key Equipment Finance
Liberty Mutual Insurance Company
MB Equipment Finance, LLC
Momentive Specialty Chemicals Inc.
New Jersey Department of Environmental Protection
Ohio Bureau of Workers' Compensation

Paccar Financial Corp
Pacific Rim Capital
Penske
People's Capital
Piedmont Natural Gas
PNC Equipment Leasing, LLC
Regions Equipment Finance Corporation
Ryder Leasing
Salem Leasing
Siemens Financial Services, Inc.
Signature Financial LLC
Sompo
Sovereign (Santander Bank)
Suntrust Equipment Finance & Leasing Corp.
Superior Tank
Tennessee Valley Authority
TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)
Transervice Lease Corp.
Travelers Casualty and Surety Company of America
Travelers Indemnity Co.
United States Fidelity & Guaranty Company
United Trailer Leasing (Initiated & paid locally)
Wells Fargo (formerly GE CF Trust)
Wells Fargo (formerly GE TF Trust)
Wells Fargo Equipment Finance, Inc.
Westchester Fire Insurance Company
Zurich American Insurance Company

Top 30 Unsecured Creditors

Acosta, Inc.
ADM Archer Daniels Midland
Berry Global Inc.
California Dairies Inc.

Central States, Southeast and Southwest Areas Pension Plan
Consolidated Container Company
Dairy Farmers of America

Ecolab Inc.
Elopak Inc.
Evergreen Packaging Inc.
Huhtamaki Inc.
International Food Products
International Precision Components
Corporation
Land O'Lakes, Inc.
Maple Dairy
Nestle USA
Pension Benefit Guaranty Corporation
Penske Truck Leasing Company LP
Ralph Scozzafava
Retail Wholesale & Department Store
International Union and Industry Pension
Fund

Richard Jankowski
Ryder System, Inc.
Saputo Dairy Foods USA LLC
Select Milk Producers, Inc.
Silgan Plastic Closure Corporation
Southeast Milk, Inc.
The Bank of New York Mellon Trust
Company, N.A.
U.S. Department of Agriculture
WestRock
WS Packaging Group, Inc.

U.S. Trustee Office

Barbara Griffin
Christine March
Christy Simmons
Clarissa Waxton
Diane Livingstone
Glenn Otto
Gwen Smith

Hector Duran
Jacqueline Boykin
Linda Motton
Luci Johnson-Davis
Patricia Schmidt
Stephen Statham

Unions

Automotive Industries
Bakers Union Local 358
Board Trustees Teamsters Natl 401k
California Machinists 401k Plan
Central Pa Teamsters Health & Welfare
Central Pa Teamsters Pension Fund
Central Pension Fund
Central States Pension Fund
Cincinnati Life Insurance Company
Dairy Employee Union Local 754
Dairy Industry Union Pension Plan
Delta Health Systems
District 9
Employer Teamsters Local Union
Gem Group Incorporated
General Drivers & Helpers Union
General Drivers Warehousemen

General Teamsters Local No. 061
Hawaii Teamsters Health & Welfare Trust
Hawaii Teamsters Local No. 996
IAM National Pension Fund
ILWU Kauai Division
International Association of Mach
International Brotherhood of Teamsters
Intl Union of Operating Engineers
IUOE Local 99 H&W Fund
IUOE Local 99 Union Dues
IUOE Stationary Engineers Local 39
Joint Apprentice Committee
Joint Council of Teamsters 3
Labor Alliance Managed Trust Fund
Leo Gerard International Treasurer
Local 584 Pension Trust Fund
Lydic Printing Company

Meadow Gold Credit Union	Teamsters Local Union 087
Michigan Conference of Teamsters	Teamsters Local Union 120
Michigan Drive	Teamsters Local Union 150
Milk Drivers & Dairy Employee #246	Teamsters Local Union 166
Milk Drivers Local #348	Teamsters Local Union 175
Milk Drivers Pension Trust	Teamsters Local Union 186
Milk Plant Employees	Teamsters Local Union 190
National Drive	Teamsters Local Union 245
New England Teamsters & Trucking	Teamsters Local Union 261
Northern California Gen Teamsters	Teamsters Local Union 315
NYS Teamsters Health & Hospital Fund	Teamsters Local Union 331
NYS Teamsters Local Union 264	Teamsters Local Union 340
NYS Teamsters Pension & Retirement Fund	Teamsters Local Union 348
Ope Welfare Fund	Teamsters Local Union 385
OPEIU	Teamsters Local Union 386
OPEIU Local 98	Teamsters Local Union 397
Operating Engineers Local 501	Teamsters Local Union 406
Preferred Financial Corporation	Teamsters Local Union 455
Rockford Area Dairy Industry #754	Teamsters Local Union 463
RWDSU Health & Welfare Fund Ins.	Teamsters Local Union 471
RWDSU Local 107	Teamsters Local Union 483
RWDSU Local 201	Teamsters Local Union 486
RWDSU Local 379	Teamsters Local Union 492
RWDSU Local 386	Teamsters Local Union 495
RWDSU Local 1808	Teamsters Local Union 509
RWDSU Pension Fund	Teamsters Local Union 517
San Diego County Teamsters	Teamsters Local Union 519
So Cal Ops & Maint Eng Apprentice	Teamsters Local Union 523
Southern California Dairy Fund	Teamsters Local Union 528
Southwest Multicraft Health	Teamsters Local Union 533
Stationary Engineer Local 39 Trust	Teamsters Local Union 542
Tanks Direct	Teamsters Local Union 553
Teamster Health & Welfare Fund PA	Teamsters Local Union 592
Teamsters Benefit Trust	Teamsters Local Union 630
Teamsters Chauffeurs Warehousemen	Teamsters Local Union 638
Teamsters General Local Union 662	Teamsters Local Union 639
Teamsters Joint Council #83 of VA	Teamsters Local Union 683
Teamsters Local Union 002	Teamsters Local Union 703
Teamsters Local Union 007	Teamsters Local Union 728
Teamsters Local Union 014	Teamsters Local Union 745
Teamsters Local Union 017	Teamsters Local Union 769
Teamsters Local Union 020	Teamsters Local Union 783
Teamsters Local Union 026	Teamsters Local Union 822
Teamsters Local Union 029	Teamsters Local Union 853
Teamsters Local Union 063	Teamsters Local Union 886
Teamsters Local Union 050	Teamsters Local Union 890

Teamsters Local Union 952
Teamsters Local Union 983
Teamsters Local Union 1035
Teamsters Local Union 210 Health Welfare
Teamsters Local Union 639 Employers Hlth
Teamsters Miscellaneous Security
Teamsters Security Fund
Twin Cities Automotive Lodge 737
UAW Local 174
UFCW Industry Pension Fund
UFCW Local 88T

UFCW Local 227
UFCW Local 1625
United Dairy & Bakery Workers
United Dairy Workers Local 102
Utah Idaho Teamsters Security Fund
Western Conference of Teamsters
Western Conference of Teamsters Penn
Western Pa Teamsters & Employers
Western States Ope Pension Fund

Vendors – Top 89%

101 Incorporated
7 Hs Dairy Farm
Ace American Insurance Company
Acosta Inc.
Adkins Milk Hauling
ADM Archer Daniels Midland
ADP LLC
Advance Milk Commodities
Affinity Agriculture LLC
Ahold Financial Services LLC
Ajb Ranch L.P.
Alco of Wisconsin Incorporated
Alliant Technologies LLC
Alvarez & Marsal Holdings LLC
American Fuji Seal Inc.
Americold Logistics LLC
Aon Risk Services
Apex Logistics Group
Apple Shamrock Dairy Farms LLC
Ares Risk Management
Associated Milk Producers Inc.
Austintown Dairy
Automation Personnel Services Inc.
Automotive Rentals Inc.
B&B Distributors Incorporated
Banc of America Leasing
Bank of The West
Barry Callebaut USA LLC
Bay Corrugated Cont
Bayland Transport Incorporated
BB&T Equipment Finance Corp.
Berkshire Dairy & Food Products

Berry Global Inc.
Big Island Dairy
Blackhawk Molding Co.
Blackjack Ridge Dairy
Blommer Chocolate Co.
Blue Care Network of Michigan
Blue Northern Distributing LLC
Bluegrass Dairies Incorporated
BMO Harris Equipment Finance
BNSF Logistics LLC
Boller Construction Company Inc.
Borden Dairy Co of Kentucky LLC
Bridge Funding Group Inc.
Bridgestone Americas Tire
Brook Corner LLC
Brook Crystal
Brooks Rigging Inc.
Burris Logistics
Byrds Dairy
Cal Maine Foods Inc.
Calfee Riverland Farms
California Dairies Inc.
Cannon Equipment Co.
Capco Energy Solutions LLC
Capital Farm Credit PCA
Cardata Consultants Inc.
Cargill Corn Milling
Cargill Texturizing Sol
Carolina Manufacturing Services, Inc.
Carrier Priority Card Process
Caterpillar Financial Servi
Cayuga Marketing LLC

Cayuga Milk Ingredients LLC	Dairy Products Inc.
CD Facilities LLC	Dairy.Com
CDFA Milk Pooling Branch	Danisco USA Inc.
Central Milk Producers Cooperative	Dannon Co. Inc.
Central Pa Teamsters Health & Welfare	Danone US LLC
Central States Pension Fund	Darigold Inc.
Chep Pallecon Solutions	David Michael & Co. Inc.
Chep USA	Dean Foods Chemung Harvard IL Ovf
Chevron Phillips Chemical Co.	Dean Foods Gandys Lubbock TX Ovf
Chobani LLC	Dean Foods Lol Woodbury MN OFV
CHR Hansen Inc.	Dean Foods Model Dairy Reno NV OVF
Citizens Asset Finance Inc.	Deloitte & Touche LLP
Citrofrut USA LLC	Deloitte Consulting LLP
Citrosuco GmbH	Denali Advanced Integration
Citrus Systems Inc.	Denali Ingredients LLC
CKS Packaging Inc.	Dennis Group LLC
Clasen Quality Chocolate	Djl Management LLC
Classic Mix Partners LLC	Domino Foods Incorporated
Clofine Dairy & Food Products Inc.	Dot Foods Inc.
Clydeside Farm	Double H Plastics Inc.
Cobblestone Milk Cooperative	Driveline Retail Merchandising Inc.
Cognizant Technology Solutions US	Dutch Dairy LLC
Cold Front Distribution LLC	Eagle Bank and Trust
Coldstream Logistics Inc.	East West Bank
Computershare Inc.	Ecolab Inc.
Concord Foods LLC	Ecom Ingredients LLC
Consolidated Container Company LP	Edgar A Weber & Company
Continental Tire the America	Elopak Inc.
Cooper Legacy Dairy LLC	Erie Cooperative
Cooperative Milk Producers Assoc	Ernest Packaging Sol
Cooperative Regions of Organic Pro	Ernst & Young LLP
Corcentric Collective Bus	Evergreen Packaging Inc.
Country Pure Foods	Exxonmobil Chemical Co.
Coupa Software Inc.	Family Dollar
Coyote Logistics LLC	Farm Credit Mid America
CP Flexible Packaging	Farm Credit Services of America
CP Tower Owner LLC	Federal Milk Market Administrator
Craun Samantha M	Fifth Third Equipment Financ
Cream-O-Land Dairies LLC	First Advantage Tax Consult
Crest Foods Company Inc.	Five Star Transport Solutions Inc.
Crown Credit Company	Fona International Inc.
CSC Sugar LLC	Foremost Farms USA
Dairy Conveyor Corp.	Forsman & Bodenfors
Dairy Farmers of America Inc.	Fox Ledge Inc.
Dairy Industry Union Pension Plan	Gem Freshco LLC
Dairy Marketing Services LLC	General Mills Finance Inc.

Genpact International Inc.	Ingredion Inc.
Genpak LLC	Insight Dairy
Georgia Pacific Corrugated	Integrated Packaging Machinery LLC
Giant Eagle Inc.	Integrity Express Logistics LLC
Givaudan Flavors Corp.	Inter American Products Inc.
Glendi Incorporated	International Flavors & Fragrances
Godding Transport LLC	International Food Prod
Good Humor Breyers	International Paper
Grainger	IPC Corp.
Grant Thornton	Irasburg Unit
Graphic Packaging Intl	Jacobs Dairy LLC
Grassland Dairy Products Inc.	JM Swank LLC
Great Lakes Milk Products Inc.	Jogue Incorporated
Great Western Bank	John R Ames, CTA
Green Spot Packaging	Joint Council of Teamsters 3
Greene Trucking Incorporated	K K Carriers
Guittard Chocolate Co.	Kandel Transport Inc.
Harrison Dairy Incorporated GA	KDV Label Company Inc.
Haskell Company	Kellogg Sales Co.
Hawaiian Teamsters Health & Welfare	Kennesaw Transportation Inc.
HCL America Inc.	Kerry Ingredients & Flavours
HCL Technologies Ltd	KLLM Transport Services LLC
Hidden Villa Ranch	Labor Alliance Managed Trust Fund
Hill Country Dairies LLC	Lafayette State Bank
Hillandale Farms East	Land O'Lakes, Inc.
Hillandale Farms of Pennsylvania	Lee John S 000389
Hollandia Dairy Inc.	Legend Public Relations
Holsteins Unlimited LLC 000277	Legion Logistics LLC
Holtgrave Distributing Inc.	Leprino Foods Dairy Products Co.
Hoogwegt US Inc.	Life Insurance Co. of North America
Horizon Media Incorporated	Lindell Farms LLC
Howard Baer Incorporated	Liqui Box Corp.
HP Hood LLC	Lisma Logistics Inc.
Hudsonville Creamery & Ice Cream	Lithotype Co. Inc.
Huhtamaki Inc.	Lone Star Milk Producers Inc.
Huntington Technology Financ	Los Angeles County Tax Collector
Hutt Trucking Co. Inc.	Lucerne Foods Inc.
IBM Corp.	Lueken Dairy Farm Incorporated
Idaho Milk Products Inc.	LW Wilson & Sons LLC
IML Containers Iowa Inc.	Lyons Magnus Inc.
Imperial Distributing Inc.	Lyons Magnus LLC
Indian River Hauling Florida	Manpower
Indian River Transport Co.	Maple Dairy
Indiana Sugars Incorporated	Mars Wrigley Confections US
Ineos Olefins & Polymers USA	Marsh USA Inc.
Information Resources Incorporated	Maryland & Virginia Milk Producers

Matson Navigation Company Inc.
Meadow Wood Farms
Mercedes Benz Financial Serv
Mercer USA Inc.
Merry Milk Maid
Michigan Milk Producers Association
Microsoft Corporation
Millard Refrigerated Services LLC
Miltran Inc.
MMPA
Motion Industries Inc.
Mountain View Hauling LLC
MRV Dairy Solutions
Multi Rose Jerseys Inc.
Nalco Company
National Dairy Promotion and Research
National Financial Services LLC
National Fluid Milk Processor Promotion
Board
National Sugar Marketing LLC
Navarro Pecan Co. Inc.
Navistar Inc.
Nestle USA Inc.
Ninth Avenue Foods
Norse Dairy Systems
O Ice LLC
O&W Dairy Farm Incorporated
O-At-Ka Milk Products Coop Inc.
Odyssey FoodTrans LLC
Oldenkamp Trucking Inc.
Onestream Software LLC
Organic Valley Fresh
Owen Transportation Services LLC
Pacific Rim Capital Inc.
Packaging Corp of America
Paradis Inc.
Pecan Deluxe Candy Co.
Penske Truck Leasing Co. L.P.
Peoplenet Communications
Pepsico
Performance Logistics LLC
Phoenix Packaging Operations
Pine Ton Farm LLC
Pioneer Cold
Pondera Colony
Premier Juices
Premier Milk Inc.
Prepass
PricewaterhouseCoopers LLP
Prime Inc.
Pro Star Logistics Inc.
Quantum Health Inc.
Queensboro Farm Products Inc.
Quickway Logistics Inc.
Rabo Agrifinance Incorporated
Randstad
Randy Van Velduizen Farm
Ray Calfee
Readington Farms Inc.
Ready Roast Nut Co. LLC
Red Diamond Inc.
Red Stag Logistics LLC
Regions Equipment Finance
Rehrig Pacific Company
Rhino Foods Inc.
Rich Dairy Products Inc.
Richs Ice Cream
Robertet Flavors Inc.
Rocket Products Inc.
Rogers Manufacturing Co.
Rowley Trucking Incorporated
Ruan Logistics Corporation
RWDSU
RWS Design & Controls Inc.
Ryder Integrated Logistics
Ryder Truck Rental Inc.
Safeway Inc.
Santander Bank Na
Saputo Cheese USA Inc.
Saputo Dairy Foods USA LLC
Sartori Company
SAS Dairy
Scattered Acres Incorporated
Schreiber Foods Incorporated
Schuster Company
Securitas Security Services US Inc.
Select Milk Producers, Inc.
Sensient Flavors LLC
Sensoryeffects Inc.
Shamrock Arizona Dairy Div
Shenandoah Dairy Incorporated
Shoptology Incorporated

Signature Financial LLC
Silgan Ipec Corp.
Silgan Plastic Closure
Sirva Relocation LLC
Slalom LLC
Smithfield Direct LLC
Sokol And Co.
South Georgia Pecan Co.
Southeast Milk Incorporated
Southern Cross Dairy LLC
Spring Hill Pure Natura
SS Brown Transportation Inc.
St Albans Coop Creamery Inc.
Stanpac Inc.
Stanton Farms LLC
Star Kay White Inc.
Steamburg Milk Producers Coop
Stremicks Heritage Foods LLC
Sunrise Dairy Inc.
SunTrust Equipment Finance
Superior Dairy Inc.
Suwannee Dairy Incorporated
Sweetener Supply Corp.
Sweetwater Valley Farm Inc.
Synergy Flavors Inc.
Tampico Beverages Inc.
Tastepoint Inc.
Tate & Lyle Ingredients Americas
Tax Assessor Collector
Tc Jacoby & Company Inc. B110210
Teamsters Benefit Trust
Teamsters Health & Welfare Fund
Teamsters Joint Council #83 Of Va
Teamsters Local Union 261
Telerx Marketing Inc.
Tetra Pak Inc.
The Dairy Group Inc.
Thermo King Svc Inc.
Thunder Hollow Farm
Timmons Farms Ltd.

Timon Perron Trucking Incorporated
Tobico Transportation LLP
TPX Transport LLC
Trilogy Dairy L.P.
Tropicana Chilled DSD
Twin Creeks Farm LLC
Twin Express Incorporated
Unicold Corp.
United Dairymen of Arizona
United States Department of Agriculture
United Sugars Corp.
Uptown Cityplace LLC
Utah Idaho Teamsters Security Fund
Velocity
Vendor Consulting Group Inc.
Ventura Coastal LLC
Veritiv Operating Co.
Virginia Dare
Vivio Health Inc.
WageWorks
Wagner Meinert LLC
WD Logistics LLC
Wells Fargo
Wells Fargo Equipment Finance
Wells Fargo Pa Receipts
Wenning Dairy LLC
Werhane Enterprises Ltd.
West Point Dairy Prod LLC Plant 1
West Point Dairy Products LLC Utah
Western Conference Of Teamsters
WestRock
White Eagle Cooperative Association
White Oak Dairy
Winburn Milk Company Inc.
Winnesota Regional Transportation
Witte Bros Exchange Incorporated
Woodall Farms
WS Packaging Group
Xtra Lease LLC
Young Brothers Ltd.

Notice of Appearance Parties, as of December 19, 2019

14770 Centreport Office Owner LLC
3M Company

3MD, Inc. d/b/f/a Denali Advanced
Integration
Ad Hoc Group of Bondholders

American Fuji Seal, Inc.	Ecolab, Inc.
Angelina County	Employer Direct Healthcare LLC
Ascentium Capital LLC	Fifth Third Bank
Athens Utilities Board	Fort Bend County
Banc of America Leasing & Capital, LLC	Freese and Nichols, Inc.
Bank of Montreal	General Machinery Company, Inc.
Bay Corrugated Container, Inc.	Hamilton CAD
BB&T Equipment Finance Corporation	Harlingen CISD
Bexar County	Harris County
Blanco CAD	Hays CISD
Blommer Chocolate Company	Hidalgo County
BMO Harris Bank N.A.	IBM Credit LLC
BMO Harris Equipment Finance Co.	Interbake Foods, LLC
Bridge Capital Leasing, Inc.	Island Dairy, LLC
Bridge Funding Group, Inc.	Jefferson County
Broadway Hights Dairy, Inc.	Key Equipment Finance, a division of KeyBank National Association
Caldwell CAD	Lampasas County
California Dairies Inc.	Land O'Lakes, Inc.
Cameron County	Leakey Independent School District
Central Milk Producers Cooperative	Liberty Mutual Insurance Company
CenturyLink Communications, LLC	Limestone County
Chobani, LLC	Lindox Equipment Company
Chubb Companies	Liqui-Box Corp.
Citizens Asset Finance, Inc.	LLano County
Citizens Bank, N.A.	Los Fresnos CISD
City of Harlingen	Lubbock Central Appraisal District, et al
City of McAllen	Mansfield Oil Company
City of Mercedes	Marissa Jarratt
Cleveland ISD	Matagorda County
Conopco, Inc d/b/a Unilever	Maverick County
Consolidated Container Company, LLC	McLennan County
Convoy Servicing Company	Mercedes-Benz Financial Services USA
Cooperatieve Rabobank U.A., New York Branch	LLC D/B/A Daimler Truck Financial
Cooperative Regions of Organic Producer Pools	Mesa Equipment & Supply Company
Country Pure Foods, Inc.	Montgomery County
CP Tower Owner LLC	MPS Enterprises, LLC
Dairy Farmers of America	Norse Dairy Systems, LLC
Dallas County	Nueces County
Delta Fire System, a Division of Western States Fire Protection	Oracle America, Inc.
DeWitt County	PACCAR Financial Corp.
Dimmit County	Pacific Rim Capital, Inc.
Double H Manufacturing Corporation	Palacios ISD
DuPont de Nemours, Inc.	Penske Truck Leasing Co., L.P.
	Premier Trailer Leasing, Inc.
	Pro Star Logistics, LLC

Raymondville ISD	Texas Taxing Authorities
Realty Income Corporation	The Bank of New York Mellon Trust
Regions Bank	Company, N.A.
Rio Hondo ISD	The Kroger Co.
Robertson County	The Stop & Shop Supermarket Company
RWDSU Health and Benefit Fund	LLC
RWDSU Pension Fund	Thomas Petroleum, LLC
Ryder Truck Rental, Inc.	TIAA Commercial Finance, Inc. f/k/a
San Marcos CISD	EverBank Commercial Finance, Inc.
Santa Fe Independent School District	UMR, Inc.
Signature Financial, LLC	United States of America
Silgan White Cap LLC	UnitedHealthcare Insurance Company
Sodexo Operations, LLC	Uvalde County
Sokol and Company, Inc.	Victoria County
Sompo Holdings, Inc.	Visible Supply Chain Management
South Georgia Pecan Company	Holdings, Inc.
Southern Foods Group, LLC	Visible Supply Chain Management, LLC
Sugaright	Wells Fargo Equipment Finance, Inc.
Sun Trust Equipment Finance & Leasing	Westchester Fire Insurance Company
Sysco Corporation	WestRock CP, LLC
Tetra Pak, Inc.	Willacy County
Texas Bank and Trust Company	William J. Begg
Texas Comptroller of Public Accounts	WS Packaging Group, Inc.
Texas Department of Insurance, Division of Workers Compensation	

Parties Listed on Filed 2019 Statements, as of December 19, 2019

AEP Energy, Inc.	Knighthead Capital Management, LLC
American Electric Power	Massachusetts Electric Company
Ascribe III Investments LLC	Metropolitan Edison Company
Atlantic City Electric Company	MILFAM Investments LLC
Boston Gas Company	Monongahela Power Company
Broadbill Investment Partners, LLC	Niagara Mohawk Power Corporation
Commonwealth Edison Company	NStar Electric Company, Eastern
Connecticut Light & Power Company	Massachusetts
Constellation NewEnergy – Gas Division, LLC	NStar Electric Company, Western
Constellation NewEnergy, Inc.	Massachusetts
Delmarva Power & Light Company	Ohio Edison Company (First Energy Corp.)
Ensign Peak Advisors, Inc.	PECO Energy Company
Florida Power & Light Company	Pennsylvania Electric Company
Georgia Power Company	Pennsylvania Power Company
Jackson Electric Membership Corporation	Potomac Edison Company
KeySpan Energy Delivery Long Island	San Diego Gas and Electric Company
Kingsferry Capital LLC	Southern California Gas Company
	Toledo Edison Company

Virginia Electric and Power Company d/b/a
Dominion Energy Virginia

Schedule 2

**Schedule of Searched Parties and/or Certain Related Parties that Akin Gump
Currently Represents, or Has in the Past Represented, in Matters
Unrelated to these Chapter 11 Cases***

The Committee of Unsecured Creditors

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

The Bank of New York Mellon Trust Company, N.A.

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Pension Benefit Guaranty Corporation
Select Milk Producers, Inc.

Professionals of the Committee of Unsecured Creditors

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Miller Buckfire & Co. LLC

Professionals of the Members of the Committee of Unsecured Creditors

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Alston & Bird LLP
Jackson Walker LLP

Debtors

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Dean Foods Company
Dean Foods North Central, LLC
Dean Foods of Wisconsin, LLC

Friendly's Ice Cream Holdings Corp.
Friendly's Manufacturing and Retail, LLC

Debtors' Affiliates

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Dairymen's (HI)
Dean Foods - LeMars (in IA, NE)
Dean Foods Central Ice Cream (in IN)
Dean Foods Company
Dean Foods Company of Indiana, LLC (in IN)
Dean Foods Foundation
Dean Foods Holding Company (PA, WA)
Dean Foods Management, LLC (OH)
Dean Foods National Warehouse (in CO)
Dean Foods North Central, LLC

Dean Foods of Decatur (in IN)
Dean Foods of Wisconsin, LLC
Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)
Friendly's Ice Cream Holdings Corp.
Friendly's Manufacturing and Retail, LLC
Heartland Farms (in CA)
Hygeia Dairy (in TX)
Nature's Best (in RI)
Schepp's Dairy (Dallas)

5% or More Equity Holders

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

BlackRock Fund Advisors
Morgan Stanley & Co. LLC

The Vanguard Group, Inc.

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Dimensional Fund Advisors L.P.

Bankruptcy Judges

Akin Gump has not represented in the past and currently does not represent these parties.

Bankruptcy Professionals

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Evercore Group L.L.C.

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Davis Polk & Wardell LLP
Norton Rose Fulbright US LLP

Banks/Lender/UCC Lien Parties/Administrative Agents

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

ACF FinCo I L.P.	CIT Northbridge Funding I LLC
BMO Harris Bank N.A.	PNC Bank, National Association

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

CoBank, ACB	ING Capital LLC
Coöperatieve Rabobank U.A.	Nieuw Amsterdam Receivables
(Administrative Agent)	
Coöperatieve Rabobank U.A., New York	
Branch	

Bondholders

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

AllianceBernstein, L.P. (U.S.)	Mellon Investments Corporation
Aurelius	Metlife Investment Advisors, LLC
Bank of Nova Scotia Trust Company	Morgan Stanley Investment Management Inc.
BlackRock Advisors, LLC	Paloma Securities LLC
BMO Asset Management, Inc.	Robeco Institutional Asset Management B.V.
Carlson Capital, L.P.	Scotia Capital (USA), Inc.
Farmstead	SG Americas Securities, LLC
Goldman Sachs Asset Management, L.P. (U.S.)	Stone Harbor Investment Partners, L.P.
HSBC Private Bank (Suisse) SA	Three Court, L.P.
J.P. Morgan Investment Management, Inc.	UBS Securities, LLC
J.P. Morgan Securities, LLC	Voya Investment Management, LLC
Knighthead Capital Management, LLC	Whitebox Advisors, LLC
Logan Circle Partners, L.P.	

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Advent Capital Management, LLC	Euroclear Bank - Israel
Clearstream Bank - Austria	Euroclear Bank - Jersey C.I.
Clearstream Bank - Belgium	Euroclear Bank - Liechtenstein
Clearstream Bank - Canada	Euroclear Bank - Luxemburg
Clearstream Bank - France	Euroclear Bank - Netherlands
Clearstream Bank - Germany	Euroclear Bank - Other
Clearstream Bank - Italy	Euroclear Bank - Panama
Clearstream Bank - Luxembourg	Euroclear Bank - Russia
Clearstream Bank - Monaco	Euroclear Bank - Sweden
Clearstream Bank - Spain	Euroclear Bank - Switzerland
Clearstream Bank - Switzerland	Euroclear Bank - United Kingdom
Clearstream Bank - United Kingdom	Euroclear Bank - United States
Clearstream Bank - United States	Invesco Capital Management, LLC
Clearstream Bank - Uruguay	Manulife Asset Management (U.S.), LLC
Euroclear Bank - Asia (Other)	Mudrick Capital
Euroclear Bank - Austria	Nomura Securities International, Inc.
Euroclear Bank - Belgium	Phoenix Investment Advisors
Euroclear Bank - Canada	State Street Global Advisors (SSgA)
Euroclear Bank - Cyprus	Stifel, Nicolaus & Company, Inc.
Euroclear Bank - France	United Heritage Insurance (Internal Team)
Euroclear Bank - Germany	

Customers – Top 50%

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Ahold/Delhaize America Inc.	Starbucks
CVS/Caremark Corp	Wal-Mart Stores/HQ

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Albertsons LLC/HQ	Supervalu Inc./HQ
Aldi Inc./HQ	Sysco
Baskin Robbins/Dunkin Donuts	Target Corp.
Dollar General	US Foodservice
Morningstar	

Directors

Akin Gump has not represented in the past and currently does not represent these parties.

Officers

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Delaware Trust Company - (Primary Contact: Alan R. Halpern)

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

CT Corporation - McMahon, Daniel P.

Insurance

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

ACE American Insurance Co.
ACE Fire Underwriters
AGCS Marine Insurance
Allianz
Beazley Insurance Company
Chubb Seguros Mexico, S.A.

CNA Insurance
Federal Insurance Company ("CHUBB")
Indemnity Insurance Co of North America
Interstate Fire & Casualty Co.
Liberty Mutual Insurance Europe SE
Liberty Specialty Markets Bermuda Limited

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

1274 Antares Lloyd's Syndicate
2623/0623 AFB Lloyds Syndicate – Beazley
Allied World Assurance Company Ltd.
Argo Re Ltd.
Aspen Bermuda Ltd.
Aspen Specialty Insurance Co.
AXIS Insurance Company
Berkshire Hathaway Specialty Insurance Co.
Crawford & Company
Everest Indemnity Insurance Company
Everest National Insurance Company
Factory Mutual Insurance Company
Gallagher Bassett Services
Great American Insurance Company
Illinois National Insurance Co.
Markel Bermuda Ltd.

Navigators Insurance Company
Old Republic Insurance Company
Princeton Excess & Surplus Lines Ins. Co.
QBE Specialty
Sedgwick Claims Management Services
Ltd.
Starr Companies
The North River Insurance Company
Travelers Insurance Company Ltd.
Travelers Property Casualty Company of
America
XL Catlin Bermuda
XL Insurance America, Inc.
XL Insurance Company SE
XL Specialty Insurance Company
Zurich American Insurance Company

Litigation

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Friendly's Manufacturing and Retail, LLC
Williams, David*

Other Significant Creditors

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Banc of America
BciCapital (formerly City National Capital Finance Inc.)
BMO Harris (formerly GE CF Trust)
BMO Harris Equipment Finance Company
BMO Harris Transportation Finance
CHUBB (ACE American Insurance Company)
Continental Casualty Company
East West Bank
Key Equipment Finance
Liberty Mutual Insurance Company

PACCAR Financial Corp
PNC Equipment Leasing, LLC
Ryder Leasing
Siemens Financial Services, Inc.
Sovereign (Santander Bank)
Suntrust Equipment Finance & Leasing Corp.
Wells Fargo (formerly GE CF Trust)
Wells Fargo (formerly GE TF Trust)
Wells Fargo Equipment Finance, Inc.
Westchester Fire Insurance Company

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

American Casualty Company
Bank of the West
BB&T Equip Finance
Citizens Asset Finance (fka RBS Asset Finance)
Daimler Trust
Duke Energy Carolinas, LLC
Duke Energy Florida, LLC
Duke Energy Indiana, LLC
Duke Energy Progress, LLC
Fifth Third Equipment Finance

Momentive Specialty Chemicals Inc.
Penske
Signature Financial LLC
TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)
Travelers Casualty and Surety Company of America
Travelers Indemnity Co.
United States Fidelity & Guaranty Company
Zurich American Insurance Company

Top 30 Unsecured Creditors

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

ADM Archer Daniels Midland
Ryder System, Inc.

The Bank of New York Mellon Trust
Company, N.A.

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Nestle USA
Pension Benefit Guaranty Corporation
(PBGC)
Penske Truck Leasing Company LP
Select Milk Producers Inc.

Silgan Plastic Closure Corporation
Southeast Milk, Inc.
WestRock
WS Packaging Group, Inc.

U.S. Trustee Office

Akin Gump has not represented in the past and currently does not represent these parties.

Unions

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Intl Union of Operating Engineers

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

International Brotherhood of Teamsters
NYS Teamsters Health & Hospital Fund
Teamster Health & Welfare Fund PA

Teamsters Benefit Trust
Teamsters Miscellaneous Security
Teamsters Security Fund

Vendors – Top 89%

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

ACE American Insurance Company
ADM Archer Daniels Midland
Ahold Financial Services LLC

Ares Risk Management
Associated Milk Producers Inc.
Banc of America Leasing

BMO Harris Equipment Finance	IBM Corp.
Bridgestone Americas Tire	International Paper
Capital Farm Credit PCA	Microsoft Corporation
Cargill Corn Milling	PricewaterhouseCoopers LLP
Cargill Texturizing Sol	Ryder Integrated Logistics
Chevron Phillips Chemical Co.	Ryder Truck Rental Inc.
Chobani LLC	Safeway Inc.
Cognizant Technology Solutions US	Santander Bank NA
Deloitte & Touche LLP	SunTrust Equipment Finance
Deloitte Consulting LLP	Velocity*
East West Bank	Wells Fargo
Ernst & Young LLP	Wells Fargo Equipment Finance
Exxonmobil Chemical Co.	Wells Fargo Pa Receipts

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

ADP LLC	Ineos Olefins & Polymers USA
Americold Logistics LLC	IPC Corp.
Aon Risk Services	Kellogg Sales Co.
BB&T Equipment Finance Corp.	Marsh USA Inc.
BNSF Logistics LLC	Mercedes Benz Financial Serv
Caterpillar Financial Servi	Mercer USA Inc.
Citizens Asset Finance Inc.	Nalco Company
Citrosuco GmbH	Nestle USA Inc.
Computershare Inc.	Penske Truck Leasing Co. L.P.
Dean Foods Chemung Harvard IL Ovf	Pepsico
Dean Foods Gandys Lubbock TX Ovf	Select Milk Producers
Dean Foods Lol Woodbury MN OVF	Signature Financial LLC
Dean Foods Model Dairy Reno NV OVF	Southeast Milk Incorporated
Family Dollar	Tate & Lyle Ingredients Americas
Fifth Third Equipment Finance	Teamsters Benefit Trust
General Mills Finance Inc.	Teamsters Health & Welfare Fund
Genpact International Inc.	Tetra Pak Inc.
Georgia Pacific Corrugated	WageWorks
Giant Eagle Inc.	WestRock
Grainger	White Eagle Cooperative Association
Grant Thornton	WS Packaging Group

Notice of Appearance Parties, as of December 19, 2019

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

3M Company	Banc of America Leasing & Capital, LLC
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Bank of Montreal	Liberty Mutual Insurance Company
BMO Harris Bank N.A.	PACCAR Financial Corp.
BMO Harris Equipment Finance Co.	Ryder Truck Rental, Inc.
CenturyLink Communications, LLC	Sun Trust Equipment Finance & Leasing
Chobani, LLC	The Bank of New York Mellon Trust
Chubb Companies	Company, N.A.
DuPont de Nemours, Inc.	UnitedHealthcare Insurance Company
IBM Credit LLC	Wells Fargo Equipment Finance, Inc.
Key Equipment Finance, a division of KeyBank National Association	Westchester Fire Insurance Company

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

BB&T Equipment Finance Corporation	Montgomery County
Bexar County	Oracle America, Inc.
Cameron County	Penske Truck Leasing Co., L.P.
Citizens Asset Finance, Inc.	Realty Income Corporation
Citizens Bank, N.A.	Signature Financial, LLC
Conopco, Inc d/b/a Unilever	Silgan White Cap LLC
Convoy Servicing Company	Sodexo Operations, LLC
Cooperatieve Rabobank U.A., New York Branch	Sysco Corporation
Dallas County	Tetra Pak, Inc.
Double H Manufacturing Corporation	Texas Bank and Trust Company
Fifth Third Bank	The Kroger Co.
Harris County	TIAA Commercial Finance, Inc. f/k/a EverBank Commercial Finance, Inc.
Mercedes-Benz Financial Services USA LLC D/B/A Daimler Truck Financial	WestRock CP, LLC
	WS Packaging Group, Inc.

Parties Listed on Filed 2019 Statements, as of December 19, 2019

Akin Gump has represented in the past and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

Atlantic City Electric Company	KeySpan Energy Delivery Long Island
Boston Gas Company	Knighthead Capital Management, LLC
Broadbill Investment Partners, LLC	Massachusetts Electric Company
Commonwealth Edison Company	MILFAM Investments LLC
Delmarva Power & Light Company	Niagara Mohawk Power Corporation
Florida Power & Light Company	PECO Energy Company

Akin Gump has represented in the past the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' Chapter 11 Cases:

AEP Energy, Inc.	Ohio Edison Company
American Electric Power	Pennsylvania Electric Company
Constellation NewEnergy – Gas Division, LLC	Pennsylvania Power Company
Constellation NewEnergy, Inc.	Potomac Edison Company
Georgia Power Company	San Diego Gas and Electric Company
Metropolitan Edison Company	Southern California Gas Company
Monongahela Power Company	Toledo Edison Company

Schedule 3**Schedule of Searched Parties and/or Certain Related Parties that are Currently,
or Have in the Past Been, Adverse to Clients of Akin Gump***

3M Company	Barry Callebaut USA LLC
ACE American Insurance Co.	BB&T Equipment Finance Corporation
ACE Fire Underwriters	BciCapital (formerly City National Capital
ACF FinCo I L.P.	Finance Inc.)
Acosta, Inc.	Berkshire Hathaway Specialty Insurance Co.
ADM Archer Daniels Midland	Bexar County
ADP LLC	Blackhawk Molding Co.
AEP Energy, Inc.	BlackRock Advisors, LLC
AGCS Marine Insurance	BlackRock Fund Advisors
Ahold Financial Services LLC	BMO Asset Management, Inc.
Ahold/Delhaize America Inc.	BMO Harris (formerly GE CF Trust)
Alco of Wisconsin Incorporated	BMO Harris Bank N.A.
AllianceBernstein, L.P. (U.S.)	BMO Harris Equipment Finance Company
Allianz	BMO Harris Transportation Finance
Allied World Assurance Company Ltd.	BNSF Logistics LLC
Alston & Bird LLP	Boller Construction Company Inc.
Alvarez & Marsal	Boston Gas Company
Alvarez & Marsal Holdings LLC	Capco Energy Solutions LLC
American Casualty Company	Capital Farm Credit PCA
American Electric Power	Cargill Corn Milling
Aon Risk Services	Cargill Texturizing Sol
Ares Risk Management	Caterpillar Financial Servi
Argo Re Ltd.	Central Pa Teamsters Health & Welfare
Ascentium Capital LLC	Central Pa Teamsters Pension Fund
Aspen Bermuda Ltd.	Central Pension Fund
Aspen Specialty Insurance Co.	Central States Pension Fund
Atlantic City Electric Company	Central States, Southeast and Southwest
Automotive Industries	Areas Pension Funds
AXIS Insurance Company	CenturyLink Communications, LLC
Banc of America	Chevron Phillips Chemical Co.
Banc of America Leasing	Chobani LLC
Banc of America Leasing & Capital, LLC	CHUBB (ACE American Insurance
Bank of Montreal	Company)
Bank of Nova Scotia Trust Company	Chubb Companies
Bank of the West	

Chubb Seguros Mexico, S.A.	Delmarva Power & Light Company
CIT Northbridge Funding I LLC	Deloitte & Touche LLP
Citizens Asset Finance (fka RBS Asset Finance)	Deloitte Consulting LLP
Citizens Asset Finance Inc.	Deseret Trust Company
Citizens Bank, N.A.	Dimensional Fund Advisors L.P.
CNA Insurance	Dollar General
CoBank, ACB	Duke Energy Carolinas, LLC
Cognizant Technology Solutions US	Duke Energy Florida, LLC
Commonwealth Edison Company	Duke Energy Indiana, LLC
Computershare Inc.	Duke Energy Progress, LLC
Connecticut Light & Power Company	DuPont de Nemours, Inc.
Conopco, Inc d/b/a Unilever	Eagle Bank and Trust
Continental Casualty Company	East West Bank
Constellation NewEnergy – Gas Division, LLC	Ecolab Inc.
Constellation NewEnergy, Inc.	Endurance American Insurance Company
Coöperatieve Rabobank U.A. (Administrative Agent)	Ensign Peak Advisors, Inc.
Cooperatieve Rabobank U.A., New York Branch	Epiq Corporate Restructuring, LLC
CT Corporation - McMahon, Daniel P.	Ernst & Young LLP
Cumberland Farms	Euroclear Bank - Asia (Other)
CVS/Caremark Corp	Euroclear Bank - Austria
Dairy Marketing Services LLC	Euroclear Bank - Belgium
Davis Polk & Wardell LLP	Euroclear Bank - Canada
Dean Foods - LeMars (in IA, NE)	Euroclear Bank - Cyprus
Dean Foods Central Ice Cream (in IN)	Euroclear Bank - France
Dean Foods Chemung Harvard IL Ovf	Euroclear Bank - Germany
Dean Foods Company	Euroclear Bank - Israel
Dean Foods Company of Indiana, LLC (in IN)	Euroclear Bank - Jersey C.I.
Dean Foods Foundation	Euroclear Bank - Liechtenstein
Dean Foods Gandys Lubbock TX Ovf	Euroclear Bank - Luxemburg
Dean Foods Holding Company (PA, WA)	Euroclear Bank - Netherlands
Dean Foods Lol Woodbury MN OVF	Euroclear Bank - Other
Dean Foods Management, LLC (OH)	Euroclear Bank - Panama
Dean Foods Model Dairy Reno NV OVF	Euroclear Bank - Russia
Dean Foods National Warehouse (in CO)	Euroclear Bank - Sweden
Dean Foods North Central, LLC	Euroclear Bank - Switzerland
Dean Foods of Decatur (in IN)	Euroclear Bank - United Kingdom
Dean Foods of Wisconsin, LLC	Euroclear Bank - United States
Dean Foods Services, LLC (MN, NE, ND, TX, IL, MI)	Everest Indemnity Insurance Company
Delaware Trust Company - (Primary Contact: Alan R. Halpern)	Everest National Insurance Company
	Exxonmobil Chemical Co.
	Factory Mutual Insurance Company
	Family Dollar
	Federal Insurance Company ("CHUBB")
	Fifth Third Bank
	Fifth Third Equipment Finance
	Florida Power & Light Company

Friendly's Ice Cream Holdings Corp.
Friendly's Manufacturing and Retail, LLC
Gallagher Bassett Services
General Mills Finance Inc.
General Security Indemnity Co. of Arizona
Georgia Pacific Corrugated
Georgia Power Company
Giant Eagle Inc.
Goldman Sachs Asset Management, L.P.
(U.S.)
Grant Thornton
Great American Insurance Company
Hamilton CAD
Harris County
HCL America Inc.
HCL Technologies Ltd
HSBC Private Bank (Suisse) SA
IAM National Pension Fund
IBM Corp.
IBM Credit LLC
Illinois National Insurance Co.
Illinois Union Insurance Company
Indemnity Insurance Co of North America
Ineos Olefins & Polymers USA
ING Capital LLC
Ingredion Inc.
International Brotherhood of Teamsters
International Paper
Interstate Fire & Casualty Co.
Intl Union of Operating Engineers
Invesco Capital Management, LLC
J.P. Morgan Investment Management, Inc.
J.P. Morgan Securities, LLC
Jefferson County
Joint Council of Teamsters 3
Key Equipment Finance
KeySpan Energy Delivery Long Island
Knighthead Capital Management, LLC
Liberty Mutual Insurance Company
Liberty Mutual Insurance Europe SE
Liberty Specialty Markets Bermuda Limited
Logan Circle Partners, L.P.
Manulife Asset Management (U.S.), LLC
Marsh USA Inc.
Massachusetts Electric Company
MB Equipment Finance, LLC
Mellon Investments Corporation
Mercedes Benz Financial Serv
Mercedes-Benz Financial Services USA
LLC d/b/a Daimler Truck Financial
Mercer USA Inc.
Metlife Investment Advisors, LLC
Microsoft Corporation
Miller Buckfire & Co. LLC
Momentive Specialty Chemicals Inc.
Monongahela Power Company
Montgomery County
Morgan Stanley & Co. LLC
Morgan Stanley Investment Management
Inc.
Mudrick Capital
Navigators Insurance Company
Nestle USA Inc.
New England Teamsters & Trucking
New Jersey Department of Environmental
Protection
NFIP
Niagara Mohawk Power Corporation
Nieuw Amsterdam Receivables
Nomura Securities International, Inc.
Norton Rose Fulbright US LLP
NStar Electric Company, Eastern
Massachusetts
NStar Electric Company, Western
Massachusetts
NYS Teamsters Pension & Retirement Fund
Ohio Bureau of Workers' Compensation
Ohio Edison Company
Old Republic Insurance Company
OPEIU
Oracle America, Inc.
Paloma Securities LLC
PECO Energy Company
Pennsylvania Electric Company
Pension Benefit Guaranty Corporation
Pepsico
PNC Bank, National Association
PNC Equipment Leasing, LLC
PricewaterhouseCoopers LLP
Princeton Excess & Surplus Lines Ins. Co.
QBE Specialty
Realty Income Corporation

Regions Bank	The Vanguard Group, Inc.
Regions Equipment Finance Corporation	TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)
Safeway Inc.	Travelers Casualty and Surety Company of America
Safra Securities, LLC	Travelers Indemnity Co.
San Diego Gas and Electric Company	Travelers Insurance Company Ltd.
Santander Bank NA	Travelers Property Casualty Company of America
Scotia Capital (USA), Inc.	Travelers Casualty and Surety Company of America
SG Americas Securities, LLC	Tropicana Chilled DSD
Siemens Financial Services, Inc.	UBS Securities, LLC
Sodexo Operations, LLC	UFCW Industry Pension Fund
Sovereign (Santander Bank)	United States Department of Agriculture
Starbucks	United States of America
Starr Companies	UnitedHealthcare Insurance Company
State Street Global Advisors (SSgA)	Uptown Cityplace LLC
Stifel, Nicolaus & Company, Inc.	US Foodservice
SunTrust Equipment Finance	Velocity*
Suntrust Equipment Finance & Leasing Corp.	Virginia Electric and Power Company d/b/a Dominion Energy Virginia
Supervalu Inc./HQ	Voya Investment Management, LLC
Sysco	Wal-Mart Stores/HQ
Target Corp.	Wells Fargo
Teamster Health & Welfare Fund PA	Wells Fargo Equipment Finance, Inc.
Teamsters Benefit Trust	Wells Fargo Pa Receipts
Teamsters Chauffeurs Warehousemen	Wells Fargo (formerly GE CF Trust)
Teamsters Health & Welfare Fund	Wells Fargo (formerly GE TF Trust)
Teamsters Joint Council #83 of VA	Westchester Fire Insurance Company
Teamsters Local Union 331	Whitebox Advisors, LLC
Teamsters Local Union 639	Williams, David*
Teamsters Local Union 886	XL Catlin Bermuda
Teamsters Local Union 639 Employers Hlth	XL Insurance America, Inc.
Teamsters Miscellaneous Security	XL Insurance Company SE
Teamsters Security Fund	XL Specialty Insurance Company
Tennessee Valley Authority	Zurich American Insurance Company
Texas Bank and Trust Company	
Texas Comptroller of Public Accounts	
The Bank of New York Mellon Trust Company, N.A.	
The Kroger Co.	

Schedule 4

**Schedule of Searched Parties that are Currently Serving, or Have in the Past Served, on
Other Informal and/or Official Creditors' Committees Represented by Akin Gump**

ACF FinCo I L.P.	Liberty Mutual Insurance Company
Advent Capital Management, LLC	Liberty Mutual Insurance Europe SE
AllianceBernstein, L.P. (U.S.)	Liberty Specialty Markets Bermuda Limited
Ares Risk Management	Manulife Asset Management (U.S.), LLC
Ascribe Capital, LLC	Mellon Investments Corporation
Aurelius	Metlife Investment Advisors, LLC
Banc of America	Morgan Stanley & Co. LLC
Banc of America Leasing	Morgan Stanley Investment Management Inc.
Banc of America Leasing & Capital, LLC	Mudrick Capital
BlackRock Advisors, LLC	Nomura Securities International, Inc.
BlackRock Fund Advisors	Pension Benefit Guaranty Corporation
Carlson Capital, L.P.	Phoenix Investment Advisors
CIT Northbridge Funding I LLC	Siemens Financial Services, Inc.
Citizens Asset Finance Inc.	State Street Global Advisors (SSgA)
Citizens Bank, N.A.	Stone Harbor Investment Partners, L.P.
CNA Insurance	SunTrust Equipment Finance
Commonwealth Edison Company	Suntrust Equipment Finance & Leasing Corp.
Computershare Inc.	The Bank of New York Mellon Trust Company, N.A.
Continental Casualty Company	TIAA Commercial Finance (formerly EverBank Commercial Finance, Inc.)
CVS/Caremark Corp	UBS Securities, LLC
Delaware Trust Company - (Primary Contact: Alan R. Halpern)	US Foodservice
DuPont de Nemours, Inc.	Voya Investment Management, LLC
Ernst & Young LLP	Wells Fargo
Farmstead	Wells Fargo (formerly GE CF Trust)
Goldman Sachs Asset Management, L.P. (U.S.)	Wells Fargo (formerly GE TF Trust)
HSBC Private Bank (Suisse) SA	Wells Fargo Equipment Finance, Inc.
Illinois National Insurance Co.	Wells Fargo Pa Receipts
International Brotherhood of Teamsters	Whitebox Advisors, LLC
Invesco Capital Management, LLC	WS Packaging Group
J.P. Morgan Investment Management, Inc.	
J.P. Morgan Securities, LLC	
Knighthead Capital Management, LLC	